SUPERIOR SPIDER-MAN

"A fantastic return to the titular character."
– Comic Watch

SLOTT
BAGLEY
DELL
DELGADO

SUPERNOVA

MARVEL

SUPERIOR SPIDER-MAN

SUPERNOVA

OTTO OCTAVIUS, the villain known as DOCTOR OCTOPUS, was dying. In order to cheat death, he used his skills as a mad scientist to swap minds with his greatest enemy, PETER PARKER, the Amazing SPIDER-MAN.

However, the transfer gave Octavius more than just Spider-Man's great powers, it gave him Parker's experiences as well…including the lesson that with great power there must also come great responsibility! Ultimately, Peter Parker's consciousness regained control of his body, and Doc Ock eventually returned to his original form, though he still struggles to remember his time as…

SUPERIOR SPIDER-MAN

SUPERNOVA

"THE MAN WITH ALL THE ANSWERS"
& *SUPERIOR SPIDER-MAN #1-4*

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JOHN DELL INKER
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MARK BAGLEY & ALEJANDRO SÁNCHEZ COVER ART

SUPERIOR SPIDER-MAN RETURNS

DAN SLOTT STORY
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"NEGATIVE REINFORCEMENT"

DAN SLOTT WRITER
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THE BAR WITH NO NAME.

GRAND RE-OP

HEY, GUYS! FIRST ROUND'S ON *ME.* I JUST PULLED OFF THE CRIME OF THE--

SHH!

RINGER? ARE YOU *SHUSHING* ME?

NOT *NOW,* NORTON!

KEEP IT DOWN. WE GOT *ROYALTY* HERE TONIGHT-- AN *A-LISTER.*

IF BIG-NAME VILLAINS START SHOWING UP HERE, WHO KNOWS WHAT *THAT* COULD LEAD TO!

AN *A-LISTER?* WHO IS IT? LOKI? THE RED SKULL? *DOOM?* WHO?!

NONE OTHER THAN THE ONE AND ONLY...

...DOCTOR OCTOPUS!

SILENCE, YOU NATTERING NINCOMPOOPS!

CAN'T YOU SEE THAT I AM TRYING TO *THINK?!*

"THE MAN WITH ALL THE ANSWERS"

I KNOW THIS!

NO! I KNEW THIS!

THE ULTIMATE EQUATION! THE CULMINATION OF MY LIFE'S WORK!

WHY DOES IT ELUDE ME SO?! PERHAPS THE SOLUTION WOULD PRESENT ITSELF...

...IF I WERE TO RELAX? I NEED...

...A BEER?!

IDIOTIC OCKTOID!

ALCOHOL WOULD DULL MY SENSES!

SMASH

AND I NEED ALL MY WITS ABOUT ME. I SOLVE THIS, AND I GAIN UNLIMITED POWER!

POWER ENOUGH TO CRUSH ALL OF MY ENEMIES! YES. REVENGE ON OSBORN, THE OWL, FISK...

...BUT MOST OF ALL, THAT ACCURSED SPIDER-MAN!

DOC IS STILL SMARTING AFTER WHAT SPIDEY DID TO HIM LAST ISSUE. --NICK

HEY, DOC. TAKING A BREAK? MAYBE YOU'D LIKE TO SHOOT SOME--

ENOUGH!

DO YOU KNOW WHY I'M HERE, CRETIN? WHY I CHOSE TO PATRONIZE THIS ESTABLISHMENT?

MEN

BECAUSE YOU ARE ALL SO *FAR* BENEATH ME...

...*NO ONE* WOULD *EVER* THINK TO LOOK FOR ME HERE. DO YOU *UNDERSTAND?*

ALL SIGNS POINT TO "YES"!

GOOD.

DAMN MY *MIND!*

I KNOW I'VE SOLVED *THIS* EQUATION! WHY CAN'T I REMEMBER?

BECAUSE YOU NEVER SOLVED IT, YOU *IMBECILE.*

I DID!

KRASH!

OF *COURSE!* I FOUND THE ANSWER BACK WHEN I WAS *HIM!*

MOMENTS IN TIME I CAN NO LONGER *FULLY* REMEMBER!

VERY WELL. IF I AM TO *RELEARN* THIS *GREAT SECRET...*

...I MUST *RETURN* TO MY *LIFE* AS THE SUPERIOR **SPIDER-MAN!**

SUPERIOR SPIDER-MAN RETURNS VARIANT BY HUMBERTO RAMOS & EDGAR DELGADO

RETURNS

ONCE MORE, I HAVE RETURNED TO WHERE IT ALL BEGAN.

THIS IS WHERE, AS *OTTO OCTAVIUS*, I ATTEMPTED TO MASTER THE ATOM.

U.S ATOMIC RESEARC CENTE

THE SACRED GROUND WHERE I WAS REBORN AS *DOCTOR OCTOPUS*...

...A MAN WHO IS RIGHTLY *FEARED* TO THE VERY ENDS OF THE *EARTH!*

AND IT IS HERE, BURIED AWAY IN SECRET SUB-LEVELS...

...WHERE I SHALL FIND WHAT I NEED TO FINALLY *RID* MYSELF OF MY *GREATEST ENEMY!*

SUBLEVELS DEEP ENOUGH TO SURVIVE THE GREEN GOBLIN'S BOMBS FROM **SUPERIOR SPIDER-MAN #29.** --ELLIE

MY *NEW* ARMS ARE MAKING SHORT WORK OF THIS DEBRIS. AS THEY *SHOULD!*

THEY FAR OUTPERFORM THOSE SECOND-RATE TENTACLES OF OLD. A DEFINITE IMPROVEMENT!

AS ALWAYS, MY MECHANICAL LIMBS HAVE BEEN BUT A *MEANS* TO AN END. MY *TRUE LEGACY!*

TOOLS I REQUIRED FOR MY *RESEARCH* INTO A NEW FORM OF *FUSION!* NEAR-UNLIMITED *POWER!* TANTAMOUNT TO CREATING A SMALL *SUN.*

BACK THEN, I WAS *LIGHTYEARS* AHEAD OF WHAT ANY OTHER MIND HAD EVEN *THEORIZED.* A MISCALCULATION WAS PERHAPS INEVITABLE...

...AS WAS THE RESULT.

THE *EXPLOSION* THAT FUSED THOSE ARMS TO MY CENTRAL NERVOUS SYSTEM.

ALL THE WAY BACK IN **ASM #3.** --ELLIE

AND DESPITE ALL MY ACHIEVEMENTS SINCE THEN, I STILL HAVE NOT SOLVED THAT ORIGINAL EQUATION.

IT WOULD HAVE BEEN MY *FINEST HOUR!* MY GIFT TO THE WORLD! UNLIMITED, SELF-SUSTAINING ENERGY!

TO THIS DAY, IT REMAINS THE SCIENTIFIC EQUIVALENT OF MY *GREAT UNFINISHED SYMPHONY!*

AND THE SUFFERING I'VE DONE FOR MY ART HAS NOT BEEN ONLY *SPIRITUAL.*

THAT RADIATION EXPOSURE--ALONG WITH COUNTLESS SAVAGE ASSAULTS BY THE BRUTISH *SPIDER-MAN*--EVENTUALLY BROUGHT ME NEAR DEATH.

MY MATCHLESS MIND, LOCKED WITHIN A DETERIORATING SHELL OF A BODY.

I RETURNED TO THIS VERY FACILITY, HOPING THAT IF I COULD NOT CHEAT DEATH, I COULD AT LEAST COMPLETE MY GREATEST WORK BEFORE HER ICY TOUCH CLAIMED ME.

DETERMINED TO LEAVE THE CITY OF MY BIRTH A GIFT, WHILE ALSO PRESERVING MY GENIUS, I UPLOADED MY BRAIN PATTERNS INTO EVERY MACHINE IN MANHATTAN.

TO MY EVERLASTING HUMILIATION, I *FAILED.* THE *PAIN* WAS TOO GREAT. THE DISTRACTIONS, TOO MANY.

THE ENTIRE CITY AUTOMATED, RUN BY THE MIND BEST QUALIFIED TO DO SO--MY OWN. THE CITY AND, EVENTUALLY, *THE WORLD.*

YET ONCE AGAIN, SPIDER-MAN'S PATHOLOGICAL JEALOUSY OF ME COMPELLED HIM TO DASH MY DREAMS TO DUST.

LIKE SALIERI, IF HE COULD NOT MATCH MY GENIUS, HE WAS DETERMINED TO END IT.

BY UPLOADING WHAT HE GLOATINGLY DUBBED "A STRONGER BRAIN-WAVE PATTERN"--*HIS*--TO EJECT MINE.

BUT WHILE HE WON THAT BATTLE--DUE, NO DOUBT, TO THE EXHAUSTION CAUSED BY MY CONDITION--HE COST HIMSELF THE WAR.

FOR IN THAT ARROGANT ACT, HE GAVE ME ACCESS TO HIS BRAIN PATTERNS. ALLOWING ME, MOMENTS BEFORE MY BODY'S DEMISE, TO TRANSFER MY CONSCIOUSNESS INTO HIM...

...AND BECOME... *THE SUPERIOR SPIDER-MAN!*

A BIASED ACCOUNT OF **ASM #600.** --ELLIE

THE FOLLOWING CHAPTER OF MY LIFE IS...DISJOINTED.

WHEN I EMERGED A ***HEALTHIER*** VERSION OF MY FORMER SELF, I HAD THE VAGUE IMPRESSION I'D ***CHOSEN*** TO DO SO.

TO ESCAPE A... ***CONTAMINANT*** OF SORTS... FOUND IN SPIDER-MAN. IT MADE SENSE. BUT NOW I WONDER.

DID ***HE*** DO THIS TO ME, TO AGAIN DEPRIVE ME OF MY ***GREATEST*** SUCCESS? I RECALL MOMENTS... TEASING GLIMPSES...

JOINING THE ***DEUTERIUM*** AND ***TRITIUM*** NUCLEI REQUIRES PROHIBITIVELY HIGH TEMPERATURES. ***IMPOSSIBLY*** HIGH.

BUT, SIR--

THE ***TOKAMAK*** AND ***STELLARATOR*** ARE OBSOLETE. WE MUST ABANDON THE CONCEPTS ENTIRELY AND EMBRACE A ***NEW*** FORM OF CONTAINMENT.

CAN I--?

SPIT IT OUT, MINION! ***SAY IT!***

WAIT! I HAVE IT!

OF COURSE!

NO...

NO!

THIS WAY, MY MINIONS. THE DEVICE IS ALMOST READY.

AND YET MY PLAN ***DOES*** SEEM TO HAVE WORKED. BEING HERE HAS RAISED SOME BURIED ***MEMORIES.***

I MUST BE PATIENT... METHODICAL.

FOLLOW MY INSTINCTS WHERE THEY MAY LEAD. FOR MY SUBCONSCIOUS KNOWS WHERE TO FIND--

INCREDIBLE.

THIS IS NO MIRAGE... NO DREAM OR WISH FULFILLMENT. IT'S *REAL.*

I HAVE NO MEMORY OF THIS DODECAHEDRON. AND YET IT'S AS FAMILIAR AS MY SIGNATURE!

IT'S KEEPING EVERY LAST ERG OF STELLAR ENERGY *CONTAINED.* THIS WILL DO NICELY!

WAIT...NOW I *DO* SEEM TO RECALL...

HE *DID* IT!

NO, NOT "HE." I DID IT!

THE GREATEST GIFT IN THE HISTORY OF HUMANKIND--OR *ITS DEADLIEST WEAPON!*

BUT WHY CAN'T I REMEMBER MY *MOST BRILLIANT TRIUMPH?*

DEAR GOD IN HEAVEN! WHAT DID I DO...

"...ALL THOSE YEARS AGO?!"

SPIDER-BOTS! I'M BORED. REPORT, ALL UNITS CITYWIDE.

WHAT CRISES OCCUR THIS EVENING?

SPIDER-BOT #376 HAS SPOTTED A JUMPER, MIDTOWN.

ONLY ONE LIFE AT RISK? FEH.

ALERT E.M.S. AND SOCIAL SERVICES. NEXT!

ACTIVE SUPER-VILLAIN PURSUIT, FDR DRIVE.

WHICH VILLAIN? AND WHY?

PROJECTING HOLOGRAM OF SUBJECT: SLYDE.

FLEEING A BURGLARY AT ALCHEMAX LABS. APPROXIMATELY THIRTY MILLION DOLLARS' WORTH OF TRITIUM HAS BEEN REPORTED STOLEN.

AT LAST. A CRIME WORTHY OF MY ATTENTION.

FREEZE!
I WARNED YOU--

DUDE. I KNOW THEY DIDN'T TEACH YOU WHAT *FRICTIONLESS* MEANS AT THE ACADEMY, SO I'LL HELP YOU OUT.

NOTHING CAN HIT ME. NOTHING CAN TOUCH ME. *NOTHING!*

BLAM

SLIPPP

NYPD

OH YEAH.

AND I CAN *TURN* ON A DIME TOO.

RIMO

HEH HEH.

TOO EASY.

YOU WANT A *CHALLENGE*, FELON? THEN YOU SHALL HAVE IT!

COURTESY OF NEW YORK'S GREATEST HERO--

THE SUPERIOR

SPIDER-MAN!

"SUPERIOR"? SOMEONE WATCHED A *CONFIDENCE SEMINAR*--

--*INSTEAD* OF PAYING ATTENTION. I DIDN'T EVEN FEEL THAT.

IMBECILE! WHAT YOU "FEEL" MEANS *NOTHING* TO ME.

THWIP THWIP THWIP

THWIP THWIP THWIP

ALL THAT MATTERS IS PUTTING A *STOP* TO THIS FOOLISH PATH YOU'RE ON.

ONE: I'M *SLYDE.* NOBODY CAN STOP ME. OR EVEN SLOW ME DOWN!

AND TWO: A LIFE OF CRIME ISN'T REALLY A *"PATH"* FOR ME. MORE LIKE A *REALLY* FUN HOBBY.

AHH!

SORRY! COMING THROUGH!

YOU MISUNDERSTAND ME.

DO TELL.

I HAVE NO INTENTION OF CHANGING YOUR WAYS.

SMART GUY.

'CAUSE WE *BOTH* KNOW I'M EVENTUALLY GOING TO GIVE YOU THE SLIP.

WHAT I *DO* KNOW...

...IS THAT I'VE CHANGED YOUR *COURSE.*

YOU'RE SLIPPING AND SLIDING *EXACTLY* WHERE I WANTED YOU TO GO.

HUH?!

I'M *NOT* THE SPIDER-MAN YOU'RE USED TO, SLYDE.

I TAKE THE TIME TO *PREPARE.*

WHAT THE HECK IS--?

I GUESS YOU COULD SAY I'VE "*RAMPED*" UP.

ENJOY YOUR *FLIGHT.*

WHAAAAA!

SPLASH

Gllg.

YOUR COSTUME *IS* A SCIENTIFIC MARVEL WHEN USED ON A SURFACE WITH *SOME* FRICTION. OF COURSE...

...ONCE YOU STOP THRASHING AGAINST THE SURFACE, YOUR FRICTIONLESS SUIT WILL PULL YOU *STRAIGHT DOWN.*

REMOVE THAT SUIT, SLYDE, AND I ***CAN*** SAVE YOU. THE CHOICE IS ***YOURS.***

FINE! YOU WIN! ***GET ME OUT OF HERE!***

SOON...

I'VE SEARCHED SLYDE THOROUGHLY. HIS SUIT IS IMPOSSIBLE TO HANDLE, SO I HAD MY SPIDER-BOTS SUSPEND IT IN AN ENERGY FIELD AND REMOVE IT FOR DISPOSAL.

REGRETTABLY, I FOUND NO TRACE OF THE STOLEN TRITIUM. IT MUST HAVE BEEN SWEPT AWAY BY THE RIVER CURRENT.

SMART. SAVES US A HEADACHE... AND A BUNCH 'A PAPERWORK.

HE'S LYING! HE STOLE IT FROMMMPH!

TUNAPP

YOU'RE IN ENOUGH TROUBLE, PAL. DON'T TRY TO SLANDER SPIDEY ON TOP OF IT!

I APPRECIATE THE VOTE OF CONFIDENCE, OFFICER. BUT I ASSURE YOU, WITHOUT AUTHORITIES LIKE YOURSELF...

...I COULD NOT ***POSSIBLY*** DO WHAT I DO.

HORIZON LABS. WORKPLACE OF PETER PARKER.

AT LAST!

WITH THIS SUPPLY OF TRITIUM, I MAY *FINALLY* REALIZE MY GREATEST SCIENTIFIC BREAKTHROUGH.

A ***MINIATURE STAR***, GROWN UNDER LABORATORY CONDITIONS! A CONTROLLED FUSION REACTOR GENERATING ***LIMITLESS ENERGY!***

IT COULD POWER THE WORLD...REVOLUTIONIZE SCIENCE...MAKE ME RICH BEYOND THE DREAMS OF AVARICE! SO I CAN CREATE ***OTHER*** MARVELS FOR THE BETTERMENT OF HUMANKIND, OF COURSE.

Hmm...BUT IF I PERFORM THIS FEAT HERE AT HORIZON, MY EMPLOYER, ***MAX MODELL,*** WOULD REAP THE BENEFITS.

SUCH A WASTE... AND HARDLY FAIR, AS HE HAS ***NOTHING WHATSOEVER*** TO DO WITH IT!

LIVING BRAIN! ATTEND ME!

THAT EQUIPMENT IS ***CRUCIAL,*** YOU ROBOTIC BUMPKIN. DON'T YOU DARE DROP IT!

WHIRR-KILKK-IK-YES, DOCTOR.

WHOA! 'SCUSE ME, DUDE. WASN'T EXPECTING YOU TO BE--

HEY, ARE YOU TAKING HORIZON EQUIPMENT ***OFF CAMPUS?*** THAT'S, LIKE, *NO BUENO*. MAX IS GONNA FLIP.

GRADY SCRAPS! DON'T BE RIDICULOUS, CHILD. ONLY THE BOXES ARE HORIZON SUPPLIES.

I'VE BEEN WORKING ON A SIDE PROJECT... FOR MY DOCTORATE. WITH MY OWN MATERIALS.

NOW I NEED TO GET ALL THIS TO EMPIRE STATE UNIVERSITY, SO IF YOU'LL SHIFT YOUR... PHYSIQUE...TO THE SIDE...

OH! SOUNDS LEGIT. SORRY, DIDN'T MEAN TO GO ALL LAB POLICE ON YOU, PETE.

YOU NEED ANY HELP?

HELP. FROM YOU.

NO. NO, I DO NOT.

STEP ASIDE, SCRAPS.

THIS ALL GOES TO MY ORIGINAL LABORATORY, BRAIN. IT HAS THE SPACE I'LL REQUIRE.

DESPITE WHAT I TOLD THAT FOOL, I WILL NEED ASSISTANCE. NO ONE WHO CAN TRACE THIS BACK TO HORIZON LABS EMPLOYEE PETER PARKER.

KLIKK-IK I WILL ASSIST YOU, MASTER.

I MEANT COMPETENT HELP, OAF. THE CREATIVITY OF A HUMAN MIND. INTELLIGENT, EDUCATED, BUT PROPERLY SERVILE.

H O R I Z O N

WAIT.

I KNOW JUST THE PLACE TO LOOK...

EMPIRE STATE UNIVERSITY.

GOOD MORNING, SLICK. WHAT'RE YOU POSTING ON THE BULLETIN BOARD? PUTTING TOGETHER A YACHT ROCK BAND?

AH, ANNA MARIA! NO, I FIND MUSICIANS SHIFTLESS AND SLOVENLY.

YOU'RE FAMILIAR WITH MY WORK BUILDING TECH FOR SPIDER-MAN. HE'S BEEN EXPANDING HIS OPERATIONS.

BETWEEN MY WORK AT HORIZON AND MY STUDIES HERE, THERE'S ONLY SO MUCH I CAN DO.

SO WE AGREED HE SHOULD HIRE A LAB ASSISTANT.

HUH. WORKING WITH SPIDER-MAN COULD BE KINDA COOL.

MAYBE I SHOULD APPLY--

OUT OF THE QUESTION!

OH? AM I TOO FRAIL OR NOT SMART ENOUGH?

NEITHER! BUT ONE OF THE REASONS I'M CUTTING BACK ON MY WORK FOR SPIDER-MAN...IS TO SPEND MORE TIME WITH YOU.

NICE SAVE, PARKER.

DID YOU SAY SPIDER-MAN IS LOOKING FOR A LAB ASSISTANT? I'D KILL FOR THAT JOB! FIGURATIVELY.

UNLESS THEY'RE A BAD PERSON.

SORRY-- ESTRELLA LOPEZ. PhD CANDIDATE, DEAN'S LIST, INTERNED AT THE FUTURE FOUNDATION. HOW DO I APPLY?

YOU JUST DID. BETWEEN YOUR QUALIFICATIONS AND YOUR ENTHUSIASM, I CAN GUARANTEE YOU AN INTERVIEW...

"...TONIGHT."

DON'T TELL ME THEY PRINTED THE WRONG ADDRESS. THIS PLACE LOOKS LIKE IT'S BEEN ABANDONED SINCE--

OH...*DUH! SUPER-HERO* HEADQUARTERS. GOTTA HIDE IT FROM THE BAD GUYS.

EITHER THAT, OR I'M GONNA FEATURE IN ONE *HECK* OF AN EPISODE OF *DATELINE*...

HELLO? MR....MAN?

AH, MS. LOPEZ. WE'VE BEEN EXPECTING YOU. PLEASE, ENTER...

...AND WELCOME TO THE *FUTURE!*

WHOA.

"WHOA" INDEED. THE WORK WE DO HERE WILL CHANGE THE COURSE OF HUMAN HISTORY... *FOREVER.*

KLIK-WHIRR-- FRESH-BAKED PASTRY?

NO! NO PASTRIES! WE MUST GET TO THE BUSINESS OF *CHANGING THE WORLD!*

UM...SO I GET THE JOB?

YOU ARE THE ONLY ONE TO MAKE IT THIS FAR. THE OTHERS BALKED AT THE OUTWARD FACADE...AND THE LIABILITY WAIVERS. SO, YES, YOUNG LADY, THE JOB IS *YOURS.*

NOW COME... LET US CHALLENGE THE FORCES OF CREATION ITSELF... AND *WRESTLE THEM INTO SUBMISSION!*

IN THE FOLLOWING DAYS...

I'VE READ THE LITERATURE ON *MATTER-ANTI-MATTER YIELD*, OF COURSE.

BUT ISN'T THE REASON IT'S MOSTLY THEORETICAL THAT THERE'S A RISK OF, Y'KNOW, *ANNIHILATION?*

YES... IF YOU'RE *INCOMPETENT.* WE ARE *NOT.*

SPIDER-BOTS, WATCH THE *LIVING BRAIN* FOR ERRORS. IF HE COMMITS ANY, *MELT* HIM.

SO, WHERE'D YOU GET ALL THE TRITIUM?

ANONYMOUS DONOR.

RIGHT, BUT--

ANONYMOUS. DONOR.

MY DEAR LADY! $4\,^{1}H \rightarrow {}^{4}He + 2e^{+} + 2\nu_e$!

BUT WE CAN'T IGNORE $^{2}H + {}^{3}H \rightarrow {}^{4}He +$, CAN WE?

CONTAINMENT WILL BE KEY.

LET ME. YOU SOLDER LIKE A DRUNKEN SAILOR.

I DOUBT A DRUNKEN SAILOR EVER SOLDERED A CIRCUIT BOARD, BUT YOU WRITE THE CHECKS.

THIS MAY NOT BE A STAR, BUT I'D SAY IT'S BEING PRETTY WELL CONTAINED.

ALSO, IS THIS LEGAL?

WEEKS LATER.

NOTHING. ALL THIS WORK AND...*NOTHING.*

WE'RE RUNNING OURSELVES RAGGED. MAYBE WE NEED SOME EXTRA HANDS.

EXTRA *HANDS*, YOU SAY...?

THE NEXT DAY.

A DEFINITE IMPROVEMENT. *INSPIRED* SUGGESTION, MS. LOPEZ.

IN FACT, BETWEEN MY ADDITIONAL ARMS AND THE SPIDER-BOTS, I CAN SPARE *YOU* FOR A TIME. CHECK YOUR LOCKER.

I'VE LEFT YOU A NEW UNIFORM. SOMETHING TO FOSTER *ESPRIT DE CORPS.*

STRUCK SPEECHLESS, ARE WE? NEVER FEAR, THAT FINE WORKMANSHIP WON'T COME OUT OF YOUR PAYCHECK.

UM... THANKS?

BUT THE LAB COAT AND GOGGLES WERE FINE. VERY...*SCIENCE-Y.*

THIS KIND OF SAYS...

WELL, I'M NOT SURE *WHAT* IT SAYS. AND I DON'T THINK I WANT TO KNOW.

GIVE IT TIME. YOU WERE RIGHT--WE DO NEED MORE HANDS. HUMAN ONES. AND THIS WAY...

...YOU'LL FIT RIGHT IN.

FAIR POINT. BUT I THOUGHT I WAS MORE LIKE YOUR PERSONAL ASSISTANT--A *PARTNER.* NOT WHATEVER *THIS* IS.

YOU ARE A *CRUCIAL* PART OF MY *TEAM,* MS. LOPEZ. A TEAM THAT CHIPS IN *WHEREVER NECESSARY* TO GET THE JOB DONE, FOR THE BETTERMENT OF THE WORLD.

RIGHT NOW, THE WORLD'S BETTERMENT TAKES US TO...

"...THE HUDSON VALLEY HEADQUARTERS OF *ADVANCED IDEA MECHANICS!*"

FORWARD, SPIDERLINGS! WE HAVE A.I.M. ON THE RUN!

I WILL HANDLE THE *QUINTRONIC MAN! ARACHNAUGHT* CREWS, ESTABLISH A PERIMETER! LET NONE OF THESE PEONS ESCAPE!

HOW ARE YOU SETTLING IN, MS. LOPEZ?

ARE YOU *CRAZY?* I'M A *SCIENTIST!* I'VE NEVER FIRED A GUN IN MY LIFE! I DON'T EVEN HAVE A *DRIVER'S LICENSE!*

NOW, NOW. I'VE HEARD ABOUT YOUR GENERATION'S WORKPLACE ENTITLEMENT, BUT THERE'S NO PLACE FOR THAT HERE. TRY PRESSING THE THUMB TRIGGERS.

I DID NOT SIGN UP FOR THIS!

YOU SEE? THE INTERFACE IS SIMPLICITY ITSELF.

DON'T WORRY ABOUT HITTING OUR MEN. I'VE SET YOUR WEAPONS TO *STUN.*

SO *FIRE AT WILL!*

WELL DONE, SPIDERLINGS. CONTACT LOCAL AUTHORITIES TO COLLECT THIS RIFFRAFF...*AFTER* WE INVESTIGATE THE CONTENTS OF THEIR VAULTS.

YES, SIR. I'LL HAVE THESE LOCKS HACKED IN A MATTER OF MINUTES.

DON'T TROUBLE YOURSELF, #23.

RRRNNNN

CCHH

AHH. THERE WE ARE.

MY INTELLIGENCE SUGGESTED THIS BRANCH OF A.I.M. WAS ENGAGED IN HIGHLY THEORETICAL PHYSICS PROJECTS...THAT MIGHT BENEFIT MY *OWN*.

YOU WANT US TO TAKE IT ALL BACK TO THE ATOMIC RESEARCH CENTER, BOSS?

NOT ALL. THE POLICE WILL BE ***SUSPICIOUS*** IF ADVANCED IDEA MECHANICS SHOWS NO EVIDENCE OF IDEAS ***OR*** MECHANICS.

BRING WHAT MS. LOPEZ TELLS YOU IS HELPFUL. SHE ***ALONE*** AMONG YOU HAS THE KNOWLEDGE TO SEPARATE THE WHEAT FROM THE CHAFF.

OKAY... STARTING TO SEE THE BIG PICTURE NOW. SORRY FOR DOUBTING THE FLOW.

YOU ARE EXCUSED, MY DEAR. A CURIOUS, INDEPENDENT MIND IS WHAT WILL BRING US ULTIMATE...

...SUCCESS!

A MINIATURE STAR--UNDER MY CONTROL!

UM...IS IT SUPPOSED TO BE FLARING LIKE THAT?

NO! IT'S LOSING COHESION!

ONE SIDE! I MUST LIFT IT WITH THE UTMOST PRECISION... MOVE IT...

CONFOUND IT!

SH-SHOULD WE EVACUATE?

WHIRR-KLIK POINTLESS. IF CONTAINMENT FAILS, WE WILL BE INCINERATED.

WOULD YOU LIKE A REFRESHING BEVERAGE? KLIK-IK

HURRY! EVEN AT THAT SIZE, IT'LL TAKE OUT AN AREA OF A QUARTER-MILE SQUARE!

I KNOW! I'VE PREPARED FOR THIS!

THANKS TO A FRICTIONLESS MATERIAL I RECENTLY ACQUIRED...

...THIS DODECAHEDRON IS DESIGNED TO CONTAIN ENERGY ON THIS SCALE AND BEYOND!

OF COURSE, IT HAS NEVER BEEN FIELD-TESTED...

WELL, I SUPPOSE IT WILL BE NOW.

I EXPECT DETONATION IN THREE...TWO...

HMPH. DON'T CARE FOR THAT GLARE. I SHALL HAVE TO ELIMINATE THE OBSERVATION PORTS.

HANG IT ALL! WHY CAN'T I MAKE THIS EXPERIMENT WORK? IT HAS VEXED ME MY ***ENTIRE*** ADULT LIFE!

MS. LOPEZ! PREPARE ANOTHER SAMPLE.

SURE THING, BUT... WE'RE RUNNING KINDA LOW ON ***TRITIUM.*** AND IT ***IS*** ONE OF THE RAREST SUBSTANCES ON EARTH.

THINK YOUR "ANONYMOUS DONOR" HAS ANY MORE WHERE THIS CAME FROM?

DAMN IT!

DAMN IT ALL TO HELL!

KRANG

I'VE RUN THESE CALCULATIONS IN EVERY POSSIBLE PERMUTATION, BACKWARD AND FORWARD, OVER ***AND OVER AGAIN!***

WHAT AM I MISSING?

BACKWARD...

WHAT AM I ***ALWAYS MISSING?***

HAVE YOU EVER TRIED USING THE ***INVERSE*** OF THE HARMONIC FREQUENCY TO INITIATE THE CORE REACTION?

WAIT! I HAVE IT!

WHAT IF I USE THE INVERSE OF THE HARMONIC FREQUENCY TO...? YES!

OF COURSE! THE ANSWER IS INVERSION!

GENIUS, BOSS.

YOU'RE THE MAN.

I... LITERALLY JUST...

THE INVERSE! WHY DIDN'T I SEE IT BEFORE? THIS! WILL WORK!

YOU'RE RIGHT, #23. IT IS GENIUS.

GENIUS MUST BE CELEBRATED! AND IT SHALL!

BRAIN! CALL TAVERN ON THE GREEN. BOOK A TABLE FOR TWO. NOT THE GHETTO WHERE THEY SEAT TOURISTS.

TOMORROW, WE BEGIN A NEW SLATE OF EXPERIMENTS. BUT TONIGHT, WE CELEBRATE!

OH WOW, TAVERN ON THE GREEN? I'VE STARED AT THE PEOPLE EATING IN THERE SINCE I WAS LITTLE! IT'S LIKE A FANTASY WORLD!

GREETINGS, MY DARLING! PUT ON YOUR FINEST DRESS--I'M TAKING YOU OUT TO CELEBRATE. I DID IT!

WHAT?!

YOU MAY LEAVE EARLY, SPIDERLINGS. REST WELL...TOMORROW WILL BE A BUSY DAY.

klik

BUSY...BUT MOMENTOUS! ONE THE WORLD SHALL NEVER FORGET!

THAT NIGHT.

AND IT *HIT* ME! LIKE A BOLT FROM THE BLUE!

THE *INVERSE* OF THE HARMONIC FREQUENCY!

FROM THERE, EVERYTHING ELSE FELL INTO PLACE. IT'S AS IF THE UNIVERSE GAVE ME A GIFT.

DON'T SELL YOURSELF SHORT, PETER. A BRILLIANT MIND LIKE YOURS WORKS ON A PROBLEM LONG ENOUGH, IT'S GOING TO FIND A SOLUTION.

YOU DID THIS. I'M SO PROUD OF YOU!

WAITER! MORE CHAMPAGNE!

AT ONCE, SIR.

POP

MAY I ASK WHAT YOU'RE CELEBRATING?

EVERYTHING, MY GOOD MAN.

"EVERYTHING IS *PERFECT.* WHAT'S NOT TO CELEBRATE?"

THE NERVE OF HIM. AND THOSE TWO *JERKS* BACKED HIM UP, EVEN THOUGH THEY WERE STANDING *RIGHT THERE* WHEN I SAID IT!

"PARTNER." HE ONLY EVER SAW ME AS A...A *MINION.* GULLIBLE, EXPLOITABLE...

...DISPOSABLE.

HMM. WHAT'S THE SAYING? "WELL-BEHAVED WOMEN SELDOM MAKE HISTORY"?

SPIDER-MAN THINKS *HE'S* GOING TO MAKE HISTORY TOMORROW...WITH *MY* IDEA.

BUT MAYBE WHILE HE'S ON THE TOWN WITH *BLACK CAT* OR WHOMEVER, *I'LL* MAKE SOME HISTORY OF MY OWN... *TONIGHT!*

THINK OF IT. A WORLD WHERE EVEN THE *POOREST* CHILD NEED NEVER FEAR THE...

TINK

...DARK.

UGH. BLACKOUT.

HOW FAR DOES IT REACH?

EVERYWHERE.

ANNA MARIA...

...I HAVE TO GO.

OKAY, I'M STARTING TO GET THAT MAN'S ARROGANCE. IT *IS* A RUSH.

THE POWER OF A *SUN* IN THE *PALM OF MY--*

OH NO.

VWOOSHH

I'M SORRY.

PETER, WAIT. EVERYONE'S FREAKING OUT BUT YOU. YOU ACT LIKE YOU KNOW WHAT'S HAPPENING.

BE HONEST WITH ME. WHAT'S GOING ON?

YOU HAVE A RIGHT TO KNOW.

I'M NOT COMPLETELY SURE HOW, BUT BASED ON THE FLUCTUATIONS...THE PATTERN OF THE LIGHTS FLICKERING ON AND OFF...

...I BELIEVE THIS IS A RESULT OF *MY* FUSION REACTOR PROJECT. AND IF IT CONTINUES THIS WAY...

...IT COULD DESTROY ALL OF MANHATTAN. I MUST DO SOMETHING!

IF ANYONE CAN, IT'S *YOU.*

GO. GET SPIDER-MAN. SAVE THE CITY.

I DON'T CARE ABOUT THE CITY. ALL I CARE ABOUT IS THAT *YOU* ARE IN IT.

I WILL MAKE THIS RIGHT, ANNA MARIA. YOU HAVE MY WORD.

ALL SPIDER-BOTS AT THE ATOMIC RESEARCH CENTER! *SOUND OFF!*

SPIDER-BOT #717 REPORTING. ALL UNITS AT THE CENTER ARE OFFLINE.

SOME TYPE OF INTERFERENCE IS BLOCKING ANY SIGNAL.

BLAST IT! THEN THE OUTPUT'S *GREATER* THAN I THOUGHT.

THE FLICKERING PATTERN OF THE LIGHTS IS *SPEEDING UP.*

WHATEVER'S HAPPENING, THE FUSION REACTION IS *MANY* TIMES LARGER THAN EVERY OTHER ATTEMPT...AND EXPONENTIALLY MORE *DEADLY.*

SPIDER-BOTS! WHAT EMERGENCIES ARE TRANSPIRING DUE TO THIS SITUATION?

SORTING...

PURSE SNATCHING, CENTRAL PARK. VICTIM UNINJURED.

TAG THE THIEF WITH A SPIDER-TRACER, THEN SEND THE SIGNAL FREQUENCY TO DAREDEVIL. THIS IS EQUAL TO HIS "TALENTS."

VEHICLE COLLISION, 103RD AND BROADWAY. NO SERIOUS INJURIES.

INSIGNIFICANT. ALERT E.M.S.

SUBWAY FAILURE. PASSENGERS STRANDED.

LET THEM STEW. LIKE THE REST OF NEW YORK, THEY'LL BE DEAD EITHER WAY IF I CAN'T STOP THIS!

DESERTED. WHERE ARE THE *GUARDS?*

OF COURSE-- IN A MOMENT OF FOOLISH SENTIMENTALITY, I GAVE THEM THE EVENING OFF. A MISTAKE I *WON'T* MAKE AGAIN.

THERE! I'M PICKING UP MY ON-SCENE SPIDER-BOTS.

REPORT! WHAT'S THE STATUS OF THE MAIN LAB? ARE THERE ANY PERSONNEL ON-SITE, LIVING OR DEAD?

EXPERIENCING SIGNIFICANT INTERFERENCE. COMBINING ALL UNITS' POWERS TO PERFORM A SCAN.

STAND BY FOR SCHEMATIC.

THAT AREA OF INTENSE HEAT...IT LOOKS LIKE MY POWER SOURCE! AND IT'S *STABILIZED!* HAVE I *FINALLY* SUCCEEDED?

DOES THE WORLD OWE ME AN UNENDING DEBT OF GRATITUDE? WILL HISTORY FOREVER REMEMBER THE NAME OF *OTTO GUNTHER OCTAVIUS?*

CONFIRMED: AREA OF CONCENTRATED ENERGY IS STABILIZING.

IT IS ALSO THE SOURCE OF THE SINGLE LIFE READING ON THE PREMISES.

WHAT?!

BELOW.

MY SKIN'S ON *FIRE!* I'M *BURNING! BLAZING!*

WHAT-- WHAT'S *HAPPENED* TO ME?!

NO MORE THAN YOU *DESERVE*, YOU TREACHEROUS LOUT!

I AM SO DISAPPOINTED IN YOU, GIRL!

OBVIOUSLY YOU INTENDED TO *STEAL* MY THUNDER BY USING THIS NEW APPROACH *BEFORE* ME!

THIS IS WHAT YOU GET FOR MEDDLING WITH FORCES YOU *CAN'T* COMPREHEND!

FORCES *I* CAN'T COMPREHEND?!

I'M THE ONE WHO SOLVED YOUR EQUATION!

AND NOW THIS POWER IS *MINE! NOT YOURS!*

MINE TO DO WITH AS I *WISH!*

AND WHAT I *MOST* WISH FOR...

...IS FOR YOU TO BURN!

SPARK

CRASH!

MY GOD! THE FORCE OF THAT BLAST!

AND THE HEAT! IT'S INCALCULABLE! UNBEARABLE!

CARE FOR A TASTY BEVERAGE? WHIRR CLICK-ICK.

NO!

INCALCULABLE? FOR *YOU*, PERHAPS! I CAN *FEEL* IT!

IT'S THE RAW POWER OF A SUN APPROACHING--

--SUPERNOVA!

KA-

RAK

DESTROYING *EVERYTHING* IN ITS PATH!

Hmm.

KRAK

I'LL GIVE YOU THIS, "*SUPERNOVA*," YOUR POWER FAR SURPASSES *MINE*.

BUT IT IS ALSO FAR *GREATER* THAN YOUR FEEBLE MIND CAN GRASP!

KRAK

I'VE DONE THE *MATH*.

I KNOW HOW THIS IS GOING TO *END*.

YOU ARE *MOMENTS* AWAY FROM *EXPLODING*, ESTRELLA...

...AND TAKING *ALL FIVE BOROUGHS* WITH YOU!

I'D SHARE MY DATA WITH YOU, BUT I DOUBT WE'D SEE... *EYE TO EYE!*

THWP

THWP

REALLY? YOU WERE GOING TO WEB MY EYES SHUT TO DISTRACT ME?

THAT WAS YOUR GREAT PLAN?

NOT EVEN THEIR *ASHES* CAN TOUCH ME.

TSSSS

TSSSS

TSSS

BUT THEY'LL CLOUD YOUR VIEW FOR A MOMENT.

AND THAT'S ALL I NEED TO REACH THE *ONLY* PLACE NEARBY...

...THAT CAN KEEP ME *SAFE* FROM THE IMPENDING *BLAST.*

YOU-- YOU WEREN'T BLUFFING? THEN THAT MEANS...

NO!

WELL, IF I AM TO *DIE*, SPIDER-MAN, THEN THE VERY *LEAST* I CAN DO...

...IS TAKE YOU WITH ME!

SKRAK

I THINK NOT, MS. LOPEZ. ANOTHER TIME PERHAPS.

WHAT?!

I'D KEEP YOU COMPANY IN THERE, BUT...

ZZZAP

...I APPEAR TO HAVE *PRESSING* ENGAGEMENTS ELSEWHERE.

ZZZ

HOURS LATER.

PICK UP THE PACE, GUYS. WE HAVE THE SOUNDPROOFING IN PLACE.

NOW WE NEED THESE REINFORCING COLUMNS UP *STAT!*

QUIT BEING SUCH A TEACHER'S PET, #23. IT'S SAFE NOW.

NOTHING IS SAFE IF THE DODECAHEDRON IS EVER BREACHED, DOLT.

IT IS CRUCIAL THAT *EVERYTHING* IN THIS SUBLEVEL BE SECURE.

EVEN IF A *BOMB* WERE TO BE DROPPED *DIRECTLY ABOVE*, I WANT THIS LAB *INTACT!*

BOSS, SHOULD WE TRY TO FIND A WAY TO GIVE ESTR--*UH*, THE PERSON IN THERE FOOD OR WATER?

THERE IS A LIVING SUN IN THERE, #17. DOES THE *SUN* REQUIRE *HIGH TEA?*

THE *GERMANE* CONCERN IS THAT I AM *ONE* MINION DOWN. DO NOT MAKE ME REQUIRE *TWO.*

AM I MAKING MYSELF *CLEAR?*

YES, SPIDER-MAN, *SIR.* FIND YOU A REPLACEMENT. WE'RE ON IT!

SOMEONE WHO KNOWS THEIR PLACE! WHO IS CONTENT TO BASK IN THE LIGHT OF *MY* BRILLIANCE!

FROM THIS MOMENT ON, AND FOR ALL THE YEARS TO COME, I SHALL RELY ON *MY* MIND--

"--AND MY MIND *ALONE!* NO ANSWER SHALL ELUDE MY UNPARALLELED INTELLECT!"

LOOK AT YOU! ONLY *OTTO OCTAVIUS* COULD HAVE CONCEIVED OF SUCH A *MARVEL!*

A WAY TO HARNESS THE POWER INSIDE THIS CHAMBER!

A WEAPON THAT WILL TRANSMIT A BEAM AS POWERFUL AS A *SOLAR FLARE!*

JUNK BIN!

WITH *YOU,* I SHALL BE ABLE TO INCINERATE *ANY* TARGET.

FROM AN ENTIRE *CITY* TO ONE *MAN.*

ONE *SPIDER-* MAN.

THE *NATURE* OF THIS POWER SOURCE STILL *VEXES* ME THOUGH.

HOW DOES IT *WORK?* HOW *DID* I MAKE THIS *MIRACLE* HAPPEN?!

NO MATTER. I WILL UNLOCK YOUR SECRETS *EVENTUALLY.* FOR NOW, ALL I REQUIRE IS A LITTLE *MORE* OUTPUT FROM THIS HIDDEN TREASURE...

A LESSER MAN WOULD BE TOO FEARFUL TO OPEN THIS DOOR JUST A *CRACK...*

...BUT IF *MY* INGENUITY COULD KEEP YOU IN YOUR PLACE *THEN...*

...IT CAN DO SO *NOW!*

YES! I CAN FEEL IT! THE RAW, UNLIMITED POWER!

AND IT IS *MINE! MINE TO CONTROL! MINE TO--*

GYAH!

AT LAST!

I'M FREE!

ALL THIS TIME, TRAPPED IN THERE WITH *NOTHING!* NOTHING TO HEAR! TO TOUCH! TO SEE!

NOTHING TO KEEP ME SANE BUT THE *THOUGHT* OF *ONE THING--*

--VENGEANCE ON THE *MAN* WHO *IMPRISONED ME!*

PLEASE. I BEG YOU. DON'T--DON'T KILL ME.

...

ESTRELLA?

KILL *YOU?* I DON'T KNOW YOU.

I WANT SPIDER-MAN!

US ATOMIC RESEARCH

TCHOOM

WELL, *THAT* DIDN'T GO AS PLANNED.

IN FACT...

...IT WENT *EVEN BETTER!*

HA HA HA!

GOOD LUCK, WALL-CRAWLER!

SUPERIOR SPIDER-MAN RETURNS VARIANT BY KEN LASHLEY & JUAN FERNANDEZ

SUPERIOR SPIDER-MAN #1 VARIANT BY HUMBERTO RAMOS & EDGAR DELGADO

SUPERIOR SPIDER-MAN RETURNS VARIANT BY GIUSEPPE CAMUNCOLI & EDGAR DELGADO

SUPERIOR SPIDER-MAN #1 VARIANT BY DOALY

1 SUPERNOVA PART ONE: MISTAKEN IDENTITY CRISIS

NEW YORK CITY.
Near Times Square.
JOAN'S JEWELRY
STOP, THIEF!
NICE TRY, LADY.
BUT WHEN IT COMES TO *MIRAGE*...
...IT'S "STOP, *THIEVES*."
PLURAL.
HOW EMBARRASSING...
...HERE YOU ARE, OUT AND ABOUT, HANGING WITH FRIENDS...
...AND YOU *ALL* SHOW UP WEARING THE SAME OUTFIT.
THAT'S SO *GAUCHE*.
BOOM
AW #$%&!
SPIDER-MAN!

DOESN'T MATTER!
YOU CAN'T STOP ALL OF US!
WOULDN'T DREAM OF IT. BESIDES...
...I'VE GOT THE NIGHT OFF. I'M LETTING MY *JUNIOR* PARTNER TAKE THE LEAD ON THIS ONE.
KID? THAT'S YOUR *CUE.*
YOU *SURE* ABOUT THIS, BOSS?
WHAT'S OUR *DEAL?*
I ONLY GET TO HELP OUT WITH THE *D-LISTERS.*
RIGHT. AND THIS IS *MIRAGE,* NOT *MYSTERIO.* KNOCK YOURSELF OUT.
D-LISTERS?!
HOW
DARE YOU!
HEY, IF IT HELPS, I THINK YOUR *GRAPHICS* ARE *AMAZING!*
SPIDEY! HOW *DO* I FIND THE *REAL* GUY?

WHAT'RE YOU SEEING *UP* THERE THAT I'M NOT--?

OH! GOT IT!

I'VE ALREADY SPOTTED HIM.

ANY HINTS?

NOPE.

YOU'RE HANGING ON A *LAMPPOST.*

IT'S THE *LIGHT.*

C'MON!

KRAH

THE FAKES ARE *MADE* OF LIGHT.

ONLY THE *REAL* MIRAGE CASTS A *SHADOW!*

TAKEN OUT BY A KID. I *AM* D-LIST.

COURTESY OF YOUR FRIENDLY NEIGHBORHOOD SPIDER-MAN, AND HIS AMAZING FRIEND!

THANK YOU, SPIDEY! WHO'S YOUR FRIEND?

SPIDER-BOY, THE WEB-LESS WONDER!

WOULDA BEAT HIM FASTER IF I *HAD* WEB-SHOOTERS.

YOU'RE *NOT* READY FOR THEM. BUT YOU KNOW WHAT YOU *ARE* READY FOR?

TWO SCOOPS, KID. YOU DESERVE IT.

WELL?

PETE, WE *USED* TO GET ICE CREAM *ALL* THE TIME.

YOU JUST DON'T REMEMBER IT.

I'M SORRY, *BAILEY.*

HEY, IT'S NOT *YOUR* FAULT MY ENTIRE *LIFE* GOT ERASED FROM EXISTENCE.

SEE END OF THE SPIDER-VERSE. --ELLIE

THE SAME THING KINDA HAPPENED TO *YOU*, RIGHT?

SORT OF. EXCEPT THE TIME I WAS "AWAY"...

...I LIVED AN ENTIRELY *DIFFERENT* LIFE.

ONE WHERE MY *UNCLE BEN* WAS ALIVE.

NOW THAT I'M *BACK*...THAT'S ALL GONE. AND IT'S LIKE I'VE LOST HIM ALL OVER AGAIN.

I STILL REMEMBER THAT TIME THOUGH. *EVERY* SINGLE MOMENT OF IT.

KINDA WISH I DIDN'T.

SO I COME BACK AND *NO ONE* REMEMBERS ME.

AND YOU COME BACK WITH *EXTRA* MEMORIES. WANNA *TRADE?*

BAILEY...

WHATEVER. LOOK, I'M *BACK!* AND *I'M* SPIDER-BOY! AND...

...I GET TO HANG OUT WITH *YOU.* AND HAVE WEIRD ADVENTURES. AND...

...ICE CREAM.

ANYTIME! BUT I CAN'T HELP BUT FEEL *RESPONSIBLE* FOR YOU. AND THERE'S A *LOT* I DON'T KNOW.

LIKE IF NO ONE REMEMBERS YOU...

...WHERE ARE YOU *LIVING?* HOW ARE YOU *EATING?* GETTING BY? ARE YOU GOING TO *SCHOOL?*

GEEZ. QUESTIONS MUCH?

ALL RIGHT, I HAVEN'T BEEN A HUNDRED PERCENT HONEST WITH YOU...

...AND THERE ARE SOME THINGS YOU *NEED* TO KNOW--

STOP!

WHAT?!

EASY WITH THE MASK THERE, PARTNER.

YOUR SPIDEY-SENSE DOESN'T WARN YOU WHEN *YOU'RE* IN DANGER.

THIS TIME, *MINE'S* GOT YOU COVERED.

YOU ALMOST PUT YOUR *WHOLE* FACE ACROSS TIMES SQUARE. *THAT* WAS A CLOSE ONE!

GO ON. SAY "HI" TO EVERYBODY, SUPERSTAR.

THERE YOU ARE!

SKWOOM

TIME

BULL

THE BIG SHOW

CARB

MOVING

BANK ONE

I'VE BEEN LOOKING FOR YOU *EVERYWHERE!*

BUT BROADCASTING YOUR LOCATION ON A *BIG SCREEN* IN *TIMES SQUARE?*

I NEVER IMAGINED YOU'D MAKE THIS SO *EASY,* SPIDER!

NOW *FINALLY,* I CAN HAVE MY *REVENGE!*

WHOA! KID, IS THIS ONE OF *YOURS?*

NOPE. SHE'S *DEFINITELY* ONE OF YOUR BADDIES.

REALLY? 'CAUSE I'M DRAWING A *BLANK* HERE.

A BLANK?! YOU LEFT ME TRAPPED IN A TINY BOX!

BURNING ALIVE! FOR--I DON'T EVEN KNOW HOW LONG!

SO TELL ME, SPIDER-MAN...

...DO YOU REMEMBER ME NOW?!

FWA-

-KOOOM

BANCO BANK

U.S.A.F.

HAPPY

YORK TIM

DEFINITELY AN A-LISTER!

YEAH! YOU DO NOT ENGAGE! UNDERSTOOD?!

YEP. WHERE DO YOU WANT ME?

NEW JERSEY!

I'LL DO CROWD CONTROL!

FINE!

THWIP

GREAT. FIRST, IT'S A FORGOTTEN SIDEKICK...

...NOW A FORGOTTEN *SUPER VILLAIN.*

AND A *TOP-TIER* ONE TOO! YOU'RE LIKE THE HUMAN TORCH *TIMES TEN!*

NO. I WAS THINKING OF HOW I ONCE RENTED A *CHEVY* NOVA.

WHY IS HE ANTAGONIZING HER?!

C'MON. THAT'S A *CLASSIC* SPIDEY MOVE.

HE'S KEEPING HER FOCUS ON HIM, LEADING HER AWAY...

...AND GIVING YOU ALL A CHANCE TO--

YOU *KNOW* ME! YOU *NAMED* ME! I AM *SUPERNOVA!*

WAIT!

GET CLEAR!

KTAM

NEW YORKERS SHOULD BE ADVISED...

...TO STAY CLEAR OF TIMES SQUARE! IT'S A WAR ZONE OVER HERE! WE REPEAT...

...A SUPERHUMAN BATTLE IS CURRENTLY UNDERWAY IN MIDTOWN--

TRAFFIC'S GOING TO BE MURDER.

IT'S LOVELY TO SEE YOU, *AIDEN.* SO WHAT BRINGS YOU TO NEW YORK?

BNN TIMES SQUARE LIVE ....SPIDE

CLOSED SORRY

HONESTLY? *YOU.* I'M NOW RUNNING MY DIVISION IN AUSTRALIA...

...AND I WANT YOU, *ANNA MARIA MARCONI,* TO BE MY FIRST *HIRE.*

YOU'RE THE BEST SCIENTIST *I'VE* EVER WORKED WITH.

AIDEN, WE DID *MORE* THAN WORK TOGETHER.

I'M SORRY, BUT THAT WOULD BE... *AWKWARD.*

YOU'D LET AN OLD OFFICE ROMANCE GET IN THE WAY OF AN OPPORTUNITY LIKE THIS?

YOU WOULDN'T BE SAYING THAT...

...IF YOU KNEW *MY* HISTORY WITH OFFICE ROMANCES. THE GUY BEFORE YOU WAS--

IT'S SPIDER-MAN! WONDER WHO HE'S FIGHTING THIS TIME.

LOOKS LIKE A NEW ONE.

NO WAY. THAT'S--

--ESTRELLA LOPEZ?!

BNN NEWS

-MAN BATTLE IN

MY DEAR ESTRELLA, LOOK HOW *BRIGHTLY* YOU BURN.

THE TIME IT'S TAKEN TO FOLLOW YOUR BLAZING TRAIL HAS BEEN MORE THAN WORTH THE EFFORT.

STILL, IT'S A SHAME I'VE MISSED EVEN ONE SECOND OF THIS GLORIOUS SPECTACLE!

STAND STILL, BLAST YOU!

YOW!

LADY, IF I STAND STILL, YOU *WILL* BLAST ME!

LOOK, CAN WE *TALK*? Y'KNOW, BEFORE YOU SET THE *REST* OF NEW YORK ON *FIRE*?!

IT'S *PERFECTION.* AND I, *OTTO OCTAVIUS,* WOULD SEE *MORE* OF IT!

OCKTOIDS, GO FORTH!

RECORD THEIR BATTLE ON *EVERY* KNOWN FREQUENCY AND WAVELENGTH.

MY WORST ENEMY ABOUT TO BE *INCINERATED...*

...BY MY GREATEST CREATION.

MY LIFE'S WORK, MY RAISON D'ÊTRE...

...HAS BEEN THE SEARCH FOR A CONTROLLED AND SUSTAINED *FUSION REACTION!*

THE POWER OF THE SUN IN THE PALM OF MY HAND!

OVER THE YEARS, THIS DISCOVERY'S BEEN EVER OUTSIDE MY GRASP...

...EXCEPT FOR ONE *MYSTIFYING* MOMENT, LONG AGO...

...BACK WHEN I'D PLACED *MY MIND* INSIDE THE WALL-CRAWLER'S *BODY*, AND TAKEN HIS PLACE AS SPIDER-MAN.

IF NOT FOR THE DUPLICITY OF MY LAB ASSISTANT, *ESTRELLA LOPEZ*, I WOULD'VE MADE THAT BREAKTHROUGH!

INSTEAD, SHE THOUGHT TO PILFER THAT POWER FOR *HERSELF*...

...AND BECAME *SUPERNOVA.*

IN AN ACT OF SELF-PRESERVATION, I WAS FORCED TO CONTAIN HER BACK THEN.

AND WHEN I UNINTENTIONALLY FREED, MS. LOPEZ, EARLIER TONIGHT...

SPIDER-MAN!

A BIASED ACCOUNT OF **SUPERIOR SPIDER-MAN RETURNS.** --ELLIE

...HER GRIEVANCES WERE UNDERSTANDABLY...

...AND HILARIOUSLY *MISPLACED.*

FWAM

WALLOPING WEB-SNAPPERS!

AH. DELIGHTFUL.

SO MUCH DESTRUCTION. AND THE *DATA. SCORES* OF DATA.

PLEASE! I HAVE *NO* IDEA WHO YOU ARE. YOU *SURE* YOU GOT THE *RIGHT* GUY?

THERE ARE A *LOT* OF ME RUNNING AROUND. MAYBE YOU'RE IN THE WRONG *SPIDER-VERSE?*

DON'T GASLIGHT ME! *I KNOW YOU!* YOU'RE TO *BLAME* FOR WHAT HAPPENED TO *ME!*

AND IT'S TIME FOR YOU TO GET *EXACTLY* WHAT YOU *DESERVE!*

LET'S SEE... HOW WOULD *YOU* PUT IT? *AH! YES!*

THE DIE IS CAST!

OOOKAY! I KNOW *EXACTLY* WHO YOU *THINK* I AM NOW.

ESH

THAT...

...IS *VERY...*

...NOT GOOD.

CRRR

SPIDEY! DO SOMETHING!

THWIP

THWIP

I GOT IT! I--

AAHHH!

LOOK AT YOU!

YOU'RE THE *WORST* MAN I'VE EVER MET. *WHY* DO YOU DO IT?

WHY DO YOU *PLAY* AT BEING THE *HERO?*

Gnhh! C-C-CALL ME *CRAZY,* BUT--

--SOMETHING TELLS ME YOU *WOULDN'T* BELIEVE ME.

GYAH!

HERE! YOU *REALLY* NEED TO *COOL DOWN--*

--AND LET OFF SOME **STEAM!**

KANK

TTTSSSSSS

NICE TRY! BUT *NOTHING* WILL STOP ME FROM--

WHERE DID HE GO?

NO! SHOW YOURSELF!

NOT ON YOUR LIFE.

OR RATHER NOT ON *MY* LIFE.

THE ANSWER HERE'S AN *EASY* ONE. SUPERNOVA'S NOT ROBBING A BANK OR TRYING TO TAKE OVER THE WORLD.

ALL SHE WANTS IS *SPIDER-MAN.* SO THE *BEST* WAY TO KEEP EVERYONE *SAFE...*

...IS FOR *SPIDER-MAN* TO GO *AWAY!*

OW!

MY SPIDER-SENSE IS *STILL* GOING OFF LIKE *CRAZY.*

YEAH! A WOMAN WITH THE POWER OF THE *SUN* IS TRYING TO *KILL* ME!

I'M IN *DANGER.* *I GET IT!* NOW TAKE IT DOWN A NOTCH. GEEZ.

DON'T SEE HIM ANYWHERE.

DAMN IT!

THIS *ISN'T* OVER, SPIDER-MAN!

I *WILL* FIND YOU AGAIN!

GOOD LUCK WITH THAT.

'CAUSE AS LONG AS *YOU'RE* OUT THERE LOOKING FOR HIM...

...SPIDEY'S GONNA TAKE A NICE, LONG BREAK.

BOOM. PROBLEM *SOLVED.*

AH. YOU'RE BACK. EXCELLENT.

NOW *SHOW* ME.

WHAT NEW DATA HAVE YOU COLLECTED ON SUPERNOVA?

WHAT IS IT, OCKTOID #36?

BLOOP

YOU HAVE INFORMATION ABOUT *SPIDER-MAN?*

NONSENSE. I'VE STUDIED HIM FOR *YEARS.*

I KNOW EVERYTHING THERE IS TO KNOW ABOUT...

SHLORP

...PETER PARKER.

BUT IF HE'S...THAT MEANS WHEN I WAS SPIDER-MAN...

...I WAS PETER PARKER!

YES! THAT WAS THE MISSING PIECE!

IT--IT'S ALL COMING BACK TO ME!

MWA-HA-HA!

I REMEMBER EVERYTHING!

2 SUPERNOVA PART TWO: SUIT UP

MIDTOWN MANHATTAN...

LADY, THIS IS AS *CLOSE* TO TIMES SQUARE AS I CAN GET. IT *AIN'T* SAFE!

RADIO SAYS *SPIDER-MAN'S* FIGHTING SOME CRAZY *FIRE LADY* THERE.

BOOKS

BUT THAT'S *WHY* I HAVE TO GET OVER THERE. *PLEASE!*

WHAT?!

MY NAME'S ANNA MARIA MARCONI. I'M ONE OF SPIDEY'S *FRIENDS.*

AND I *KNOW* SOMETHING ABOUT THAT WOMAN HE'S FIGHTING...

...INFORMATION HE CAN'T *POSSIBLY* HAVE!

GET ME INTO TIMES SQUARE, AND MAYBE YOU AND I CAN *SAVE* HIM!

LADY, YOU'RE *NUTS!*

BUT--

GET THE #$%& OUTTA MY CAB!

WONDERFUL. WITH MY *TINY* LEGS AND GOING *AGAINST* THE CROWD...

...THIS MIGHT TAKE A WHILE.

HANG IN THERE, *PETE.* I KNOW I CAN HELP, BECAUSE I KNOW *EXACTLY* WHO YOU'RE UP AGAINST.

TROBROY'S TAXI

RATES -

HERE'S WHAT I KNOW. SHE CALLS HERSELF *SUPERNOVA*...

...SHE HAS THE RAW POWER OF A *LIVING SUN*, AND SHE WANTS *ME* DEAD.

SPIDER-MAN! YOU WANT TO PLAY HIDE-AND-SEEK? *FINE!*

BULL

I'LL *SMOKE* YOU OUT! EVEN IF I HAVE TO *BURN* ALL OF NEW YORK TO THE GROUND!

SO I THOUGHT, "HEY, SHE DOESN'T KNOW WHO SPIDEY IS *UNDER* THE MASK...

"...IF I CHANGE *BACK* INTO PLAIN OL' *PETER PARKER*, THAT'LL SOLVE *EVERYTHING*."

GREAT PLAN THERE, GENIUS.

NOW SHE'S GOING AFTER *EVERYONE*--

--AND ESPECIALLY *ANYONE* WHO KNOWS ME!

DON'T WORRY. I GOT THIS.

BOSS

YOU THERE! *KID!*

SPIDER-BOY! GET OUT OF HERE!

WHOA! WHEN'D I BECOME MR. POPULAR?

YOU! YOU'RE HIS "KID SIDEKICK"! YOU *KNOW* WHERE I CAN FIND HIM!

"HIM"? PLEASE. I'M *SPIDER-WOMAN'S* SIDEKICK.

YOU MUST'VE BUTT-DIALED ME OR SOMETHING.

I *TOLD* HIM TO HANG BACK AND HELP ALL OF THE CIVILIANS.

HE'S HERE BECAUSE OF *ME*. HE'S *MY* RESPONSIBILITY.

NO TIME TO CHANGE BACK.

REAL FUNNY, KID, BUT FUNNY *WON'T* SAVE YOU.

THAT DOESN'T MATTER. I HAVE TO SA--

WHIPPP

OW! IS THAT-- *OH NO!*

I DON'T HAVE *TIME* FOR THIS!

NOT NOW!

CRASH

Unhh!

OTTO OCTAVIUS.

GOOD EVENING, MR. PARKER.

I DON'T KNOW WHAT IT IS YOU *THINK* YOU'RE DOING HERE, BUT--

ERK!

OH, I KNOW *EXACTLY* WHAT I AM DOING.

I KNOW *EVERYTHING!* BECAUSE I *REMEMBER* IT ALL...

...SPIDER-MAN!

OKAY, OTTO. YOU GOT ME. YOU WIN. BUT *PLEASE...*

"...LET ME *GO.* I HAVE TO SAVE THE *BOY!*"

KWASH

WHERE IS YOUR *PARTNER?!* **TELL ME!**

GYAAH!

MY BUG-PACK! IT'S *MELTING?!*

IT'S GONNA BURN A HOLE *RIGHT* THROUGH MY *BACK* UNLESS I--

THIS'S GONNA *REALLY* HURT!

SHRP

YEOW! HOT! HOT! HOT

HEY, NO WORRIES.

NOT LIKE I WAS USING THOSE FINGERS ANYWAY.

ENOUGH, KID. OUT WITH IT.

WHERE CAN I FIND *SPIDER-MAN?!*

OCK, *PLEASE!* IT'S *ME* SHE WANTS. SPIDER-BOY'S GOT NOTHING TO DO WITH THIS!

AND YET *YOU* LET THE LAD TAG ALONG, DIDN'T YOU?

I KNOW THAT IF I WERE IN *YOUR* SHOES, I WOULD'VE MADE THE *SUPERIOR* CHOICE TO *SHUN* HIM!*

THIS HAPPENED LAST ISSUE. -ELLIE.

HEH. IT'S A SHAME, PARKER, BUT THIS IS ALL ON *YOUR* HEAD.

TELL ME, HOW DOES THAT FEEL?

I'D SAY A LITTLE SOMETHING LIKE--

KLANG

--THIS!

A CHEAP SHOT! BUT THAT'S *ALL* YOU HAVE LEFT, ISN'T IT, *WALL-CRAWLER?!*

YUP. WOE IS ME. HERE WE ARE. *YOU* WITH THE UPPER HAND. *AGAIN.*

HOW'S THAT WORKED FOR YOU IN THE PAST, *OTTO?*

AND HOW MANY TIMES HAVE I SENT YOU ON YOUR WAY WITH YOUR METAL TAILS BETWEEN YOUR LEGS?

NOT *THIS* TIME!

YOU ARE *DEFENSELESS!* WITHOUT ANY OF YOUR WEAPONS OR GEAR!

DON'T NEED 'EM! NEVER HAVE!

SPARE ME. FOR *NOW* NOT ONLY DO I POSSESS MY MOST *ADVANCED ARMS....*

...BUT I *REMEMBER* BEING *INSIDE YOUR HEAD!* I KNOW *ALL* YOUR *WEAKNESSES!*

"RIGHT NOW, YOU'RE *DISTRACTED.*

"MOST LIKELY THINKING ABOUT YOUR *YOUNG WARD.*

"WHO, WITHOUT *YOUR* HELP...

EEP!

SPIDEY!

"...IS SURELY FACING *CERTAIN DEATH.*"

I COULD USE A LITTLE--

AHHH!

NO! WHAT HAVE I DONE?!

DAMN YOU, OTTO! THIS ISN'T A GAME!

OH, IT MOST DECIDEDLY IS, PETER!

A GAME WHERE I HAVE THE ADVANTAGE...

"...WHERE YOU HAVE EVERYTHING TO LOSE..."

I--I DIDN'T MEAN TO!

MY POWER! I CAN'T ALWAYS CONTROL IT! I'M SORRY!

...AND, IN CASE YOU HADN'T NOTICED...

...A GAME WHERE I AM CLEARLY WINNING!

HE LIVES. FORGIVE ME, BOY.

I MUST LEARN TO CONTAIN MYSELF.

THERE'S ONLY ONE PERSON ON EARTH WHO DESERVES THE FULL FORCE OF MY WRATH.

Unhh...

HA HA HA!

OH, I HAVEN'T HAD THIS MUCH *FUN* IN *AGES!*

LAUGH IT UP, DOC. LET'S SEE IF YOU STILL FEEL THAT WAY...

...WHEN I LEVEL THE PLAYING FIELD...

...AND MAKE THIS A *FAIR FIGHT!*

HEY!

WAK

FTam!

UNFF!

BOK

RAK

WOMP

TUNK

TWAK

FINALLY! AFTER ALL THIS TIME-- I AM TRIUMPHANT!

THOUGH IT TOOK YEARS, FROM THE MOMENT YOU DECIDED TO INTERFERE IN MY PLANS...

...YOUR EVENTUAL DEFEAT WAS INEVITABLE! NOW, LET THE LAST WORDS YOU HEAR BE MY VOICE DECLARING...

...THE DIE IS CAST!

"THE DIE IS CAST"?

OTTO?

ANNA?

DOHHH!

GROINK

WH-WHAT...

...KIND OF...

...HERO...

...DOES THAT?

A DESPERATE ONE, DOC.

ANNA? WHAT ARE *YOU* DOING HERE?

I CAME TO TELL YOU I KNOW WHO YOUR NEW ENEMY IS AND *WHY* SHE'S AFTER YOU.

SHE'S ***NOT.*** SHE'S AFTER ***HIM.*** FOR SOMETHING ***HE*** DID WHEN ***HE*** WAS SPIDEY.

THWIP-P-P

BUT THAT'S ABOUT *ALL* I KNOW.

HER NAME'S *ESTRELLA LOPEZ,* AND SHE WORKED FOR YOU...

OTTO.

...SPIDER-MAN AS A LAB ASSISTANT...

LET ME GUESS...

...LAB ACCIDENT, BINGO, BANGO, BOOM, SUPERNOVA, RIGHT?

SURE. BUT THERE'S *MORE* TO IT THAN *THAT.*

THERE CAN'T BE, ANNA. NOT *NOW.* I APPRECIATE YOUR HELP, BUT THERE'S A YOUNG BOY IN TROUBLE.

I *HAVE* TO FIND HIM. AND I CAN'T BE LOOKING OUT FOR *BOTH* OF YOU.

I CAN LOOK AFTER *MYSELF,* PETER!

THAT'S NOT WHAT I--

OH BOY!

I KNOW YOU *TWO!*

PETER PARKER AND *ANNA MARIA MARCONI.*

YOU WORK FOR *SPIDER-MAN,* DESIGNING HIS TECH. *YOU* TALKED ME INTO WORKING FOR HIM TOO!

WE DID?

YEP. WE DID.

YOU MUST HAVE SOME WAY OF CONTACTING HIM!

TALK!

YOU FIRST!

YOU WERE TORMENTING A LITTLE KID EARLIER. *WHERE* IS HE? WHAT'VE YOU *DONE* WITH HIM?!

PETER?

LET'S NOT MAKE HER ANGRY, OKAY?

LAST THING WE'D WANT IS FOR HER TO TREAT US...

...THE WAY SHE WOULD *SPIDEY.*

ANNA? WHAT'S SHE DOING? WHY IS SHE GRABBING MY WRIST? *AH--*

--SHE WAS COVERING UP MY *WEB-SHOOTER!* GOOD CATCH!

I'M GLAD AT LEAST *ONE* OF US IS KEEPING THEIR *COOL.*

YOUR FRIEND IS RIGHT. MY BEEF ISN'T WITH *YOU.*

I SHOULD TRY TO... MAINTAIN MY *CONTROL.*

BUT I AM GROWING *IMPATIENT.*

ENOUGH WITH THE THREATS. JUST LEAVE *HER* OUT OF IT, TELL ME WHERE YOU LEFT THE *KID*...

...AND I'LL GIVE *MYSELF* UP, OKAY?

I'M NOT WHO YOU *REALLY* WANT, BUT IT'S *ME*. I'M--

PETER! DON'T!

YEAH, PETER. *DON'T.*

FLASH

YOU. YOU'RE COMING WITH ME.

TSSSSS

AHHH!

IT IS TAKING *ALL* OF MY CONCENTRATION TO KEEP MY HAND AT THAT TEMPERATURE.

BUT PLEASE, KEEP SCREAMING.

...

SORRY.

GOOD. WE HAVE AN UNDERSTANDING.

MR. PARKER, LISTEN UP! IF YOU EVER WANT TO SEE YOUR GIRLFRIEND AGAIN...

...YOU HAVE 24 HOURS TO BRING *SPIDER-MAN* TO THE OLD A.I.M. BASE WE RAIDED AGES AGO.

HE'LL KNOW WHERE IT IS.

DON'T GO! THAT WASN'T *ME!*

I HAVE *NO IDEA* WHERE THAT IS! *WAIT!*

PETER...

BAILEY?!

OH GOD, *NO!*

SOMEBODY! *ANYBODY!* HE NEEDS--

HELP! PLEASE!

EMERGE

WE'LL TAKE IT FROM HERE, MISTER...?

PARKER. PETER PARKER.

THAT POOR BOY. WE'VE BEEN TREATING MINOR BURNS AND CUTS FROM TIMES SQUARE ALL NIGHT.

THAT'S SPIDER-MAN'S SIDEKICK, YEAH?

HEARTBEAT'S FAINT BUT THERE. PUT HIM IN O.R. FOUR AND PAGE THE PEDIATRIC SURGEON.

FIRE

I PICKED HIM UP FROM THE BATTLE SITE AND... *UM...*

YOU DID WHAT YOU *COULD*, DEAR.

IF ONLY THERE WERE MORE PEOPLE LIKE *YOU* AROUND, MR. PARKER...

...AND LESS LIKE THAT HORRIBLE *SPIDER-MAN!*

BRINGING A BABY LIKE THAT INTO BATTLE! MAN LIKE THAT OUGHTA BE LOCKED UP!

YOU'RE MR. PARKER, THE ONE WHO BROUGHT SPIDER-BOY IN?

YEAH. IS HE GOING TO BE OKAY?

THE CHILD HAS A SUPERHUMAN METABOLISM. HE'S HEALING *FAR* FASTER THAN NORMAL.

HE SHOULD BE FINE IN A DAY OR TWO.

THERE IS SOMETHING WE WERE HOPING *YOU* COULD HELP US WITH.

DO YOU HAVE *ANY* IDEA *WHO* HE IS?

THERE ARE NO RECORDS. NO FINGERPRINTS. NOTHING ON FILE. IT'S LIKE HE DOESN'T EXIST.

WHY WOULD YOU THINK *I'D* KNOW ANYTHING?

BECAUSE HE *ASKED* FOR YOU...

"...HE WANTED TO THANK THE PERSON WHO BROUGHT HIM IN."

HEY, PETE.

HEY, BAILEY.

I--I'M SORRY.

YOU'RE SORRY? FOR WHAT?

WE HAD A *DEAL.* IF THE BAD GUY'S OUT OF MY LEAGUE, I'M SUPPOSED TO SIT IT OUT.

I SCREWED UP. I SHOULD'VE RUN. I SHOULD'VE HID. I SHOULD'VE--

EASY, KIDDO.

DO YOU REMEMBER WHAT I TOLD YOU *EARLIER...*

...ABOUT HOW THE ***WEB OF DESTINY*** LET ME LIVE OUT A ***SECOND*** LIFE?

ONE WHERE I WAS ***NEVER*** SPIDER-MAN?

BECAUSE OF THAT, I HAVE ***TWO*** SETS OF MEMORIES.

IN ONE, I HAD ***GREAT*** POWER, YET LACKED RESPONSIBILITY. BUT IN THE ***OTHER...***

...I HAD NO GREAT POWER, I JUST DID THE ***RIGHT*** THING WITHOUT EVEN THINKING.

"IN THAT WORLD, I WOKE UP IN A HOSPITAL BED JUST LIKE THIS ONE.

"AND MY ***UNCLE BEN*** WAS THERE, WATCHING OVER ME, AND HE SAID..."

YOU KNOW YOU'VE ALWAYS BEEN A ***SON*** TO ME, BUT TODAY, YOU WERE SO MUCH ***MORE.***

TODAY, YOU WERE MY ***HERO,*** PETER.

YOU SAVED A ***LOT*** OF PEOPLE TODAY, BAILEY BRIGGS. I'M PROUD OF YOU.

SO I'M STILL YOUR SIDEKICK?

NO.

YOU'RE MY HERO.

C'MON! THE CLOCK'S TICKING, PARKER, AND *ANNA MARIA* NEEDS YOU!

BUT WHERE DO I EVEN *START?*

I DON'T KNOW THE FIRST THING ABOUT *SUPERNOVA.*

HOW DO I EVEN *FIND* HER WITHOUT--?

YOU AGAIN?!

ALL RIGHT, *OCK.* LET'S *DO THIS!* YOU AND ME! *ROUND TWO!*

QUIET, YOU *DOLT!*

I HAVE NO TIME FOR YOUR *PETTY RIVALRY!*

MY BELOVED *ANNA* IS IN *DANGER!*

AND THERE IS ONLY *ONE* BEING ON THIS WRETCHED EARTH WHO CAN *SAVE HER!*

WELL? WHAT ARE YOU *WAITING FOR?!*

SUIT UP!

OSCORP PLAZA.
Peter Parker's Lab.

YOUR EQUIPMENT HERE IS *SUBSTANDARD*, PARKER...

...AND HARDLY WORTH THE EFFORT IT TOOK, TO WORM OUR WAY IN THROUGH THE AIR DUCTS!

WELL, MAYBE *NEXT* TIME *DON'T* BE THE WORLD-FAMOUS *BAD GUY*...

...WHO BROKE INTO THIS *EXACT* BUILDING *WHILE* BEATING UP *ALL* OF THEIR SECURITY GUYS...*JUST* LAST MONTH.

OTTO'S BRAIN PATTERN

BAH! AND ANOTHER THING...

SEE **ASM #27-30.** --ELLIE

...GET THOSE PUERILE PESTS OF YOURS TO STOP THAT AT ONCE!

IT'S MOST DISTRACTING.

CAN'T HELP YOU THERE, DOC. THEY'VE GOT A MIND OF THEIR OWN.

SO BE IT. WE'VE DONE ALL WE CAN *HERE*. THE DEVICE WE'RE CONSTRUCTING TO DEFEAT OUR COMMON FOE...

...IS *ALMOST* COMPLETE!

ITS ONE REMAINING ELEMENT RESIDES INSIDE ONE OF MY *OLD LAIRS.*

AND TO *RETRIEVE* IT, WE SHALL HAVE TO IMPLEMENT...

...MY ALL-NEW *MASTER PLAN!*

IN MY *CURRENT* FORM, MY OLD SECURITY MEASURES WON'T RECOGNIZE ME OR GRANT ME INGRESS.

BUT *YOU*, PETER, IN THE *CORRECT* ATTIRE AND WITH *MY* VOICE IN YOUR EAR...

THROUGH THE *TWO OF US*, THE *SUPERIOR SPIDER-MAN* SHALL *LIVE AGAIN!*

SACRIFICES MIND TO SAVE ANNA MARIA

TIME TRAVEL ADVENTURE

SQUEAK

CLONE N 1

SQUEAK

EH?

WHAT IS THE MEANING OF THIS, PARKER?

WHAT ARE THESE CALCULATIONS? EXPLAIN!

I'VE JUST BEEN DOING THE MATH, DOC...

...TO SEE WHETHER OR NOT I CAN *TRUST* YOU.

YOUR STORY *USED* TO BE A *SIMPLE* ONE, OTTO. YOU PUT *YOUR* MIND IN *MY* BODY AND HAD A GO AT BEING *SPIDER-MAN*...

...UNTIL YOU FINALLY FACED A FOE YOU COULDN'T BEAT, *THE GREEN GOBLIN.*

HE KIDNAPPED THE WOMAN YOU LOVED, *ANNA MARIA,* AND THE *ONLY* WAY YOU COULD SAVE HER...

OTTO'S BRAIN PATTERN

TIME TRAVEL ADVENTURE

SACRIFICES MIND TO SAVE ANNA MARIA

REDEMPTION +GROWTH

SPIDER-VERSE

COPIES BRAIN

BRAIN IN ROBOT

CLONE #1

CLONE #2

?

REDEMPTION OR GROWTH

...WAS TO BRING *MY* MIND BACK AT THE COST OF YOUR *OWN.* YOU MADE THE *ULTIMATE* SACRIFICE.

COPIES BRAIN

BRAIN IN ROBOT

THAT STORY SHOULD HAVE BEEN *OVER.* BUT THEN CAME *SPIDER-VERSE.*

AND A VERSION OF *YOU* FROM THE PAST-- FROM *BEFORE* THAT HEROIC ACT--LEARNED HOW YOU'D DIE.

SO HE COPIED HIS BRAIN PATTERNS FROM *THAT* POINT IN TIME...

...AND THEY GOT TRANSFERRED INTO A *ROBOT*...

CLONE #1

CLONE #2

?

...AND THEN A *CLONE* AND THEN A *BETTER* CLONE...

...AND THEN SOME "MYSTERY THING" HAPPENED, AND YOU WERE BACK TO YOUR O.G. SELF.

NO REDEMPTION OR GROWTH

SO AT THE END OF THE DAY, THE *YOU* THAT IS HERE *NOW*...

SACRIFICES MIND TO SAVE ANNA MARIA

...IS AN OTTO OCTAVIUS WHO *NEVER* SACRIFICED A THING.

YOU'RE *NO* HERO. THAT WAS *SOMEONE* ELSE.

I JUST WISH THERE WAS *SOME* WAY I KNEW *HE* WAS *IN* THERE SOMEWHE--

ENOUGH! THIS NONSENSE ISN'T GETTING US CLOSER TO OUR *GOAL!*

SUPERNOVA HAS *ANNA MARIA* HOSTAGE! WE HAVE TO DO *WHATEVER* IT TAKES!

DO YOU *NEED* ME TO *BEG?* TO SAY I *CAN'T* DO THIS WITHOUT YOU? I *CAN'T!*

SAY *SOMETHING!* PLEASE!

THE DIE IS CAST!

YES!

THIS *COULD* WORK! THE ONLY QUESTION NOW IS...

"...WILL IT BE IN TIME TO SAVE ANNA MARIA?!"

IT'S BEEN *HOURS*, MARCONI.

HUDSON VALLEY.
The site of an abandoned A.I.M. base.

I GAVE PETER PARKER *ONE* DAY TO PRODUCE SPIDER-MAN. TWENTY-FOUR HOURS UNTIL I *INCINERATE* YOU.

YOUR BOYFRIEND SURE LIKES RUNNING OUT THE CLOCK, DOESN'T HE?

HE'S *NOT* MY BOYFRIEND. NOT ANYMORE.

ESTRELLA, A *LOT* HAS CHANGED SINCE YOU WERE TRAPPED IN THAT CONTAINMENT POD!

YOU BETTER HOPE HE STILL *BURNS* FOR YOU, ANNA.

BECAUSE I CAN GUARANTEE YOU *WILL* BURN FOR HIM.

DO I GET A *LAST* MEAL?

WHAT?

YOU KNOW I'M A *GOURMET* CHEF, YEAH?

THERE HAS TO BE A KITCHEN SOMEWHERE. WHY DON'T WE LOOK FOR IT...

...AND I'LL WHIP US UP SOME DINNER?

I AM *NOT* LETTING YOU OUT OF THERE! YOU'RE MY *ONLY* LEVERAGE!

WHERE COULD I GO? AND BESIDES, AREN'T YOU AT LEAST A *LITTLE* HUNGRY?

I DON'T EAT ANYMORE!

I HAVEN'T SINCE...

SINCE YOU TURNED INTO SUPERNOVA.

SINCE YOU WERE *TRAPPED* INSIDE THAT POD.

I'M SORRY, I WASN'T THINKING...

THAT MUST'VE BEEN TERRIBLE.

MONTH AFTER MONTH, *ALONE* INSIDE THAT *SMALL* SPACE.

NEVER EATING. NEVER SLEEPING.

THIS IS PROBABLY THE FIRST TIME YOU'VE BEEN INSIDE AN *ENCLOSED* PLACE SINCE YOU ESCAPED.

THE FIRST TIME YOU'VE HAD A ROOF *OVER* YOUR HEAD AND WALLS ON *EITHER* SIDE OF YOU--

I--I'VE GOT TO GO--CHECK SOMETHING.

I'LL BE RIGHT BACK.

HMM. DIDN'T THINK THAT'D WORK.

BETTER MOVE FAST!

I MEAN, SURE, I CAN GET MYSELF OUT OF MY OWN MESSES, BUT I REALLY WOULDN'T MIND AN ASSIST...

"...FROM A CERTAIN FRIENDLY NEIGHBORHOOD YOU-KNOW-WHO."

CAN'T BELIEVE YOU'VE GOT YOUR VERY OWN *SQUID-MARINE*, DOC.

*IT'S AN **OCTO-SUB**, YOU OAF.*

KIDDING. THOUGHT YOU WOULD'VE CALLED IT A *CEPHALO-POD.*

THAT'S... ACTUALLY NOT BAD. HMM.

SO, WHAT CAN I EXPECT WHEN I GET TO THIS "SECRET BASE" OF YOURS?

***BETTER-**THAN-STATE-OF-THE-ART SECURITY. I SHALL WALK YOU THROUGH IT, STEP BY STEP.*

WAIT A SEC, THIS PLACE ISN'T A SECRET. I'VE BEEN HERE BEFORE.

THIS IS YOUR OLD ***MASTER PLANNER*** BASE!*

*YES. REPURPOSED AND RESTAFFED WITH ONLY MY MOST **LOYAL** OF MINIONS.*

*STILL IN SERVICE, AND PATIENTLY AWAITING MY **EVENTUAL** RETURN...AS **THEIR** SPIDER-MAN!*

***STILL?** OTTO, THAT'S **CRAZY**...*

FROM THE LEGENDARY **ASM VOL 1 #31-33.** --ELLIE

"...YOU HAVEN'T BEEN *SPIDER-MAN* IN *AGES!* WHAT'VE THEY BEEN *DOING* ALL THIS TIME?"

"WHAT THEY *SHOULD* BE DOING! DRAWING A SALARY AND *DOING* THEIR *JOBS*--

ALERT! RED ALERT!

"--AND SAFEGUARDING MY MOST *PRECIOUS CARGO!*"

AIR LOCK SEVENTEEN HAS BEEN OPENED! MASTER PLANNER BASE HAS BEEN COMPROMISED!

WE HAVE INTRUDERS. REPEAT. WE HAVE INTRUDERS!

THIS IS IT, BOYS!

THIS IS WHAT WE'VE BEEN WAITING FOR!

TO YOUR STATIONS!

SPIDER-LING STRIKE UNITS! SAFETIES OFF!

FALL IN! HUT! HUT! HUT!

ARACHNAUT UNITS--TO YOUR MECHS!

MOVE OUT!

HUT HUT HUT HUT

REMEMBER THE BOSS' STANDING ORDERS!

SHOOT ON SIGHT! TAKE NO PRISONERS!

GO! GO! GOOOO!

BOY, DOES *THIS* BRING BACK MEMORIES.

I HAD ONE OF THE *GREATEST* MOMENTS OF MY LIFE HERE.

I HIGHLY DOUBT THAT, PARKER.

I SEEM TO RECALL THIS WAS YET *ANOTHER* TIME YOU *FAILED* TO CAPTURE ME.

OH YES! I *EASILY* ESCAPED YOUR GRASP *THAT DAY!*

YOU WOULDN'T UNDERSTAND. IT WAS MORE OF A *PERSONAL* VICTORY.

I HAD MEDICINE MY *AUNT MAY* DESPERATELY NEEDED, I COULDN'T LET HER DOWN...

...SO WHEN I HAD TO, WHEN THE ODDS WERE AGAINST ME, I REACHED DOWN, DEEP INSIDE AND FOUND...

...THAT I COULD DO THE *IMPOSSIBLE!* I COULD DO *ANYTHING* TO SAVE THE ONES I *LOVE!*

I REMEMBER...

MAY PARKER, THAT DEAR SWEET WOMAN, SHE ALMOST DIED BECAUSE OF *ME.*

I--I REGRET THAT, PETER. FORGIVE ME.

UM. SURE, OTTO. I--

THERE HE IS!

WHAT THE--?!
LOOK AT THE SUIT! THE WEBS! THE WALL-CRAWLING!
STOP THAT!
YOU GOONS WORK FOR ME!
BRATT
PEW
KPOW
PEW
KPOW
GET HIM!
OPEN FIRE!
INTRUDER!
TAKE 'IM DOWN!

UM...ARE WE *FIRING* ON THE *BOSS?!* HAS HE *FINALLY* RETURNED?!

IT *CAN'T* BE HIM! IT *HAS* TO BE SOME KIND OF IMPOSTOR!

YOU THINK I'M AN *IMPOSTOR?!*

OF **COURSE** THEY THINK THAT, YOU WEB-HEADED **FOOL!**

FOR I WOULD *NEVER* LEAP AROUND LIKE SOME SCATTER-BRAINED *IDIOT!*

I WOULD *ATTACK* THEM! **WITHOUT MERCY!**

I'D MAKE THEM **RUE** THE DAY THEY WOULD **EVER** OPEN FIRE UPON **ME!**

TEAR INTO THEM!

TAKE THAT! YOU DOLTS! YOU *IMBECILES!*

YOU'RE DOING IT ALL *WRONG*, BOY!

THAT SUIT HAS *FINGER CLAWS*, PARKER! USE THEM!

UM...OTTO, CLAWS AREN'T REALLY MY THING...

USE THEM!

I'VE *GOT 'IM!*

SLK

WHAT YOU *HAVE*, WRETCH, IS *HALF* A WEAPON!

SLKK

WHAT THE *NEXT* MAN WILL HAVE IS A BLOODY STUMP!

HEAR ME, YOU CRETINS!

I *AM* THE *SUPERIOR* SPIDER-MAN!

AND I WILL *NOT ABIDE ANY* OF MY *OWN MEN* ATTACKING ME!

IF YOU WISH *TO LIVE*, YOU WILL *STAND DOWN!*

WELL?!

EXCELLENT! NOW THAT...

...IS MORE LIKE IT!

YOU WORTHLESS CURS!

YOU WORTHLESS CURDS!

CURS!

CURS!

FORGIVE US, MASTER. WE HAD NO IDEA *WHEN*-- OR EVEN *IF*--YOU WERE COMING BACK.

WHICH RAISES THE QUESTION... WHY *HAVE* YOU RETURNED TO US?

THE *BACK* OF YOUR HAND! *STRIKE* THAT MAN *DOWN!*

DO IT! NOW!

REALLY? BUT--

I WILL *NOT* BE QUESTIONED! *EVER!*

ESPECIALLY BY THE LIKES OF *YOU!* IS THAT *UNDERSTOOD?!*

THIS WAY, MEN!

TO THE *VAULTS!*

THEY'RE TO YOUR LEFT!

I MEAN *THIS* WAY!

DOLTS!

WHY ON EARTH DID YOU ORDER MY MINIONS TO FOLLOW YOU?

WHAT?! I'VE NEVER HAD MINIONS BEFORE...

...IT FELT LIKE THE KINDA THING THAT YOU'D DO.

QUIET, YOU CLOD! BEFORE YOU GIVE US AWAY!

NOW APPROACH THE OPTICAL SCANNER.

Y'KNOW, IF I WERE YOU, I'D GO A LITTLE EASIER...

...ON THE GUY YOU NEED TO PULL THIS OFF.

RETINA SCAN: CONFIRMED.

YOU ARE CORRECT. I--I APOLOGIZE.

SEE? WAS THAT SO HARD?

NOW LET'S SEE WHAT'S SO IMPORTANT THAT WE HAD TO COME ALL THIS--

WHOA. IS THAT...?

QUATRITIUM!

YES, MASTER. UNBELIEVABLY POWERFUL. HIGHLY UNSTABLE.

AND WE'VE KEPT IT SAFE FOR YOU ALL THIS TIME!

YOU--I ARTIFICIALLY SYNTHESIZED AN ELEMENT *MORE* POWERFUL THAN TRITIUM.

THERE'S ENOUGH HERE TO WIPE OUT THE *WHOLE* CITY!

YES. WHICH IS WHY I KEPT IT BURIED AWAY IN THAT FACILITY.

SO THAT IF IT EVER WENT *CRITICAL,* THE RIVER WOULD *DROWN* IT.

AND THE ONLY LOSS OF LIFE WOULD BE... WELL...THOSE IDIOTS.

MASTER? N-N-NOW THAT YOU'VE RETRIEVED IT...

...ARE WE *FINALLY* FREE TO GO?

UM...

OF COURSE *NOT!* WE STILL HAVE ANNA MARIA TO RESCUE!

AN EXPENDABLE--

AN EXPERIENCED *ARMY* COULD COME IN HANDY.

YOU HAVE SERVED ME WELL, FAITHFUL LACKEYS.

JOB WELL DONE! GO!

WHAT ARE YOU DOING?!

AND BE SURE TO GET A *NICE* MEAL. AND PUT IT ON THE COMPANY CARD! I *DEMAND* IT!

ENOUGH! RETURN HERE AT ONCE...

"...WITH MY *PRECIOUS* QUATRITIUM!"

I THINK YOU MEAN "*OUR*" PRECIOUS QUATRITIUM, RIGHT?

I MAY BE WEARING ONE OF YOUR SPIDEY-SUITS, OTTO, BUT THAT *DOESN'T* MAKE ME ONE OF YOUR *MINIONS*.

FOR ANNA'S SAKE, WE'RE IN THIS *TOGETHER*.

IF THIS IS GONNA WORK, YOU *NEED* ME. YOU NEED THE *SUPERIOR* SPIDER-MAN.

BAH! I *NEEDED* YOUR RIGHT EYEBALL.

BE GRATEFUL I DIDN'T PLUCK IT FROM ITS SOCKET.

AND *THIS*? YOU WANT TO USE *QUATRITIUM*?

THERE'S GOTTA BE *ANOTHER* WAY.

NO! HER POWERS ARE BASED ON *TRITIUM*.

THAT ELEMENT IS OUR *BEST* CHANCE FOR DEPOWERING HER, CONTROLLING HER, OR KILLING HER.

KILLING HER?! I NEVER SIGNED UP FOR THAT!

TRUE. BUT PERHAPS WE CAN COME TO A *NEW* ARRANGEMENT?

I DON'T THINK SO, OCK!

PETE! WATCH OUT!

WAIT.

HEAR ME OUT.

KLIK

THANK YOU, PETER, FOR LENDING ME YOUR *EAR*...

GYAKKH!

...AND LETTING ME BACK INTO YOUR HEAD, SO TO SPEAK...

Unhh...

DOC?

WHATEVER YOU'RE PLANNING, WE DON'T HAVE TIME FOR THIS.

ANNA MARIA'S IN TROUBLE. SUPERNOVA ONLY GAVE ME TWENTY-FOUR HOURS AND--

--ONLY SEVEN HOURS REMAIN. I KNOW.

OTTO, *LISTEN* TO ME.

I HAVE. I'VE TAKEN EVERYTHING INTO ACCOUNT.

YOU SAID YOU WERE THE *SUPERIOR* SPIDER-MAN, BECAUSE YOU COULD DEFEAT A FOE THAT I COULD NOT.

BUT OUT OF THE *TWO* OF US...

...ONLY *I* HAVE *BESTED* SUPERNOVA.

SO FOR ANNA MARIA'S SAKE, WE HAVE ONLY *ONE* OPTION.

I MUST ONCE AGAIN BECOME THE SUPERIOR SPIDER-MAN!

SON OF A--

BALLIEU
delgado

OSCORP PLAZA.
Peter Parker's Lab.

THIS *ISN'T* GONNA WORK, DOC! ALL YOU'RE DOING IS *WASTING TIME--*

--TIME WE DO *NOT* HAVE!

SO YOU KEEP SAYING, MR. PARKER. LET'S PUT THAT TO THE TEST, SHALL WE?

tik-tek tek

PLEASE! I PUT *SAFEGUARDS* IN PLACE TO PREVENT *ANY* FUTURE MIND-SWAPS.

HA! I AM *OTTO OCTAVIUS,* AN UNPARALLELED *GENIUS.*

I *LAUGH* AT YOUR SO-CALLED "SAFEGUARDS."

YOU WANNA TRY BREAKING THEM? GOOD LUCK!

LUCK? I GOT *PAST* YOUR SECURITY MEASURES TEN MINUTES AGO.

THIS *ISN'T* YOUR LAB, BOY.

WE'RE ALREADY *IN* THE MINDSCAPE.

WHAT?!

IS IT SINKING IN YET, PETER? THAT FEELING OF *DEJA VU?* LIKE WE'VE BEEN HERE *BEFORE?*

NO. NO. NO.

WE ARE *NOT* DOING THIS *AGAIN!*

MOIOWTN HGHI

BIAKY BGLU

OPCROS

SEE **SUPERIOR SPIDER-MAN VOL. 1 #9.** --ELLIE

YOUR MIND IS NOT GOING BACK INTO THIS BODY.

I WON'T ALLOW IT!

DO YOU REALLY BELIEVE YOU HAVE A SAY IN THE MATTER?

TELL ME, PETER, HOW WELL DID THAT GO THE LAST TIME?

I DIDN'T UNDERSTAND THE RULES THEN...

...OR HOW THIS PLACE WORKS.

THIS TIME, I'M READY FOR YOU, OTTO!

VERY WELL. MOUNT YOUR FUTILE DEFENSE.

BUT YOU ARE CORRECT IN ONE RESPECT. TIME IS A FACTOR.

SO IT FALLS UPON ME TO END THIS QUICKLY, DECISIVELY...

...AND WITH OVERWHELMING FORCE!

IN THE PAST, I HAVE LED THE SINISTER SIX.

HERE, I COMMAND THE SINISTER SIX HUNDRED!

RIIIGHT. IMAGINE MY SURPRISE.

DOC, WE'VE DANCED THIS DANCE BEFORE.

BUT THE THING IS, HERE IN THE MINDSCAPE...

...I'VE GOT SOME DANCING PARTNERS *TOO.*

SO WHAT'S IT GOING TO BE, OCK?

WE COULD DO *THIS* ALL NIGHT, OR...

...WE CAN JUST SKIP AHEAD TO THE *MAIN EVENT?*

YOU. ME. JUST THE *TWO* OF US.

WHADDYA SAY?

NO HANDS BUT MY *OWN?* SO BE IT! I *ACCEPT.*

GOOD. I KNOW *JUST* THE PLACE.

A RING DESIGNED FOR *PERSONAL* COMBAT.

I'VE SEEN THIS BEFORE, BACK WHEN I HAD ACCESS TO YOUR *OLD* MEMORIES.

THIS WAS THE FIRST TIME I TOOK SOMEONE ON WITH MY POWERS...

$100 TO THE MAN WHO CAN STAY IN THE RING THREE MINUTES WITH *CRUSHER HOGAN!*

...THE FIRST TIME I *MASKED* UP.

AND THE FIRST FIGHT I EVER *WON.*

THAT WAS NOT AGAINST *ME,* YOU "LITTLE MASKED MARVEL."

IF MEMORY SERVES...

...*OUR* FIRST ENCOUNTER WENT A LITTLE *DIFFERENTLY.*

AS I RECALL, I MADE *VERY* SHORT WORK OF YOU!

SO COME, SPIDER-MAN! LET'S SEE IF *HISTORY* REPEATS ITSELF!

TAKE YOUR BEST SHOT, OCK!

WE *BOTH* KNOW IN THE *END* YOU'RE GOING TO *LOSE!*

YOU *ALWAYS* DO!

I RALLY IN *ROUND TWO!*

THAT'S *MY THING!*

THERE IT IS! THE COCKINESS! THE ARROGANCE!

AND *ALL* OF IT *UNEARNED!*

THE *GIFTS* OF A *RADIOACTIVE SPIDER BITE!*

OF AN *ACCIDENT!* OF RANDOM *CHANCE!*

KLANG!

OW! WELL? RADIOACTIVE *POT*, MEET ATOMIC *KETTLE!*

NOT SO, PETER! THESE ARMS WERE OF MY *OWN* INVENTION!

ONE I *REFINED* AND *CHANGED* OVER THE YEARS...

...WHILE YOU STAYED WOEFULLY IN *PLACE!*

WHAT CAN I SAY? I WAS *BUSY...*

...FIGHTING THE *GOOD FIGHT!*

POK

SO *RIGHTEOUS!* FOREVER THE *"HERO"!* MORE LIKE A *VICIOUS THUG!*

OVER THE YEARS, YOUR *BRUTAL* BEATINGS WERE *KILLING ME,* PARKER!

I--I DIDN'T KNOW, OCK! I NEVER WOULD'VE--

ALL THAT *POWER* IN SUCH *IRRESPONSIBLE HANDS!* BUT IF IT WERE IN *MINE* AGAIN--

NEVER AGAIN!

KTOOM

WHY?! I DID SO MUCH *MORE* WITH IT THAN YOU *EVER* DID!

MORE THAN *YOUR* MIND COULD *EVER* IMAGINE!

AND I *NEED* IT *MORE* THAN EVER *NOW*...

...BECAUSE OF *HER!*

SUPERNOVA!

NO, *YOU DOLT!* BECAUSE OF *HER*...

"...MY DEAR *ANNA MARIA.*

"THAT FIERY FIEND HOLDS ANNA'S VERY *LIFE* IN HER HANDS..."

...AND THANKS TO *YOU*, I AM RUNNING OUT OF *TIME.*

THE REAL WORLD.
An abandoned A.I.M. base in the Hudson Valley.
I KNOW WHAT YOU DID, MARCONI. HOW YOU MESSED WITH MY HEAD.
YOU KNEW THAT WAS MY FIRST TIME BACK IN ANY STRUCTURE SINCE--SINCE--
--SINCE BEING TRAPPED IN A BOX ALL THOSE YEARS.
WELL, I GOT SOME FRESH AIR. NOW I'M FINE. THAT WON'T WORK ON ME AGAIN.
I CAN GO BACK INSIDE. I CAN DO THIS. I CAN--
AAHH!
THEN AGAIN, WHY SHOULD I?
I'M SUPERNOVA!
I HAVE THE POWER OF A SUN!
I COULD TRAVEL AMONG THE STARS AND EXPLORE THE WONDERS OF THE UNIVERSE!
NOTHING'S STOPPING ME.
EXCEPT...

...SPIDER-MAN!

HE HAS TO *PAY* FOR WHAT HE *DID* TO ME!

THE *LIVING HELL* HE PUT ME THROUGH!

NOTHING ELSE MATTERS!

I CAN DO THIS! I CAN DO THIS! I CAN DO THIS!

YES!

AND HE'S ON HIS WAY! BECAUSE I HAVE THE ULTIMATE BARGAINING CHIP!

ANNA MARIA...

...MARCONI?

WHERE-- WHERE IS SHE?!

NO!

THE MINDSCAPE.

DOC, IF YOU'RE WORRIED ABOUT ANNA--

DON'T YOU *UNDERSTAND*, YOU *CALLOUS LOUT*?!

I *AM* DOING THIS *FOR ANNA MARIA!*

I *MUST* BECOME THE *SUPERIOR SPIDER-MAN* ONCE MORE!

IT IS THE *ONLY* WAY TO *SAVE HER!*

THWAK

UMPH!

DOC, THAT'S *CRAZY!*

WE'VE BEEN OVER THIS, OTTO! YOU *KNOW* WHAT HAPPENED LAST TIME!

ANNA WAS CAPTURED BY THE GOBLIN NATION.

THE GREEN GOBLIN AND HIS FORCES WERE BEATING YOU AT EVERY TURN!

I--I DIDN'T KNOW WHAT TO DO. I WAS RUNNING OUT OF OPTIONS, AND I COULDN'T RISK LOSING HER...

...SO I TURNED TO THE ONE PERSON I *KNEW* COULD DEFEAT THE GOBLIN.

ME.

YOU USED THAT HELMET OF YOURS AND *DELETED* EVERY TRACE OF YOURSELF IN *MY* MIND.

YOU GAVE ME BACK MY LIFE, DOC.

FOR HER, PETER.

I SACRIFICED EVERYTHING FOR HER.

YES. YOU DID. YOU WERE AMAZING, OTTO.

AND YOU DID IT BECAUSE I WAS ANNA'S BEST SHOT AT--

NO! YOU LIE!

WE'RE IN *YOUR MIND NOW!* I KNOW WHAT YOU DID *NEXT!*

YOU DEFEATED THE GOBLIN WITH *MY* TECH!

YOU USED *MY* SPIDER-BOTS! *MY* NANOTECH! *MY SUPERIOR* IDEAS!

IT WAS MORE THAN THAT! I--

LIAR! IF ONLY I'D HAD MORE *FAITH* IN *MYSELF*--

--I WOULD HAVE WON!

BUT I *DID* WIN, *DIDN'T I?!* DESPITE EVERYTHING THAT HAPPENED--

--DESPITE ALL YOU *TOOK* FROM ME! DESPITE ALL YOUR *DECEITS* AND *TREACHERY*--

--I FOUND A WAY BACK!

I, OTTO OCTAVIUS!

DO YOU HEAR ME, PARKER?! BECAUSE NOW, IN THIS MOMENT--

--I HAVE PROVEN MYSELF YOUR BETTER-- IN EVERY CONCEIVABLE WAY!

THIS-- THIS CAN'T BE HAPPENING...

AND I ALONE DESERVE THIS GREAT POWER!

NO. YOU DON'T.

BEN PARKER?! WHAT ARE YOU DOING HE--? URG!

WHAM

GET YOUR HANDS OFF MY BOY!

UNCLE BEN?!

DON'T WORRY, SON. AS LONG I'M AROUND...

...I'VE GOT YOUR BACK. I'LL ALWAYS BE HERE FOR YOU!

POW

NO! WE AGREED! IT WOULD JUST BE THE TWO OF US, PETER!

THIS-- THIS ISN'T FAIR!

FAIR?!

YOU SHOW UP LIKE A BURGLAR IN THE NIGHT--

KRAK

--AND THREATEN MY FAMILY!

THIS IS WHAT A CRUMB LIKE YOU DESERVES!

WAIT. I DIDN'T BRING YOU INTO THIS.

I'M NOT MAKING THIS HAPPEN. WHAT'S GOING ON?

POk

SORRY, SPIDER-MAN. THIS IS JUST ME STICKING MY NOSE IN WHERE IT DOESN'T BELONG.

YOU'RE RIGHT. I SHOULD STEP BACK AND LET YOUR *OTHER* HALF DEAL WITH THIS BUM.

MY WHAT?

HERE HE IS NOW.

BUT *HOW* IS THIS--?

GUESS I SHOULDA SAID YOUR *BETTER* HALF.

THERE'S *ANOTHER* SET OF BRAIN PATTERNS IN HERE! *HOW?!*

OH! I GET IT *NOW!*

TOOK YOU LONG ENOUGH. AND YOU CALL YOURSELF A SCIENTIST.

ME TOO.

THE NAME'S PARKER. *DOCTOR* PETER PARKER.

AND HERE'S SOMETHING I JUST "THWIPPED" UP.

THE GREAT WEB-SHOOTER 2.0.

THAT'S MY BOY!

THWAP!

OH, AND, OCK, THAT'S *NOT* ANOTHER BRAIN PATTERN.

IT'S ANOTHER *LIFETIME* OF MEMORIES.

ONE WHERE I NEVER GOT BIT.

BUT WHERE HE WAS EVERY *BIT* THE HERO.

YOU--YOU SHOULDN'T GET TO *WIN* LIKE *THIS!*

IT'S *NOT FAIR!* DON'T YOU *SEE* THAT?! IT'S *RANDOM!* IT'S *UNEARNED!* IT'S--

IT HAPPENED *BECAUSE* I FOUGHT THE GOOD FIGHT.

BECAUSE I DID THE *RIGHT* THING.

IN THE END, OTTO, THAT'S *ALL* THAT MATTERS.

AND IF YOU DON'T GET THAT...

YYAAHH!
...YOU DON'T GET TO BE PETER PARKER!
OR SPIDER-MAN!

PETER PARKER'S LAB.

Back in the real world...

Gnnh!

S-S-SYSTEM OVERLOAD! LOSING CONNECTION! LOSING--

KRAK

KZZAK

KZZZAKOW

OCTAVIUS!

YOU HAVE A *LOT* TO ANSWER FOR!

FLANGCH

RNCHH

YOU ARE CORRECT. ANNA MARIA IS IN THE GRAVEST OF DANGER.

SHE *NEEDED* THE *SUPERIOR SPIDER-MAN,* AND I...

...I HAVE FAILED HER.

NO. THERE'S STILL TIME.

AND THE SUPERIOR SPIDER-MAN *WILL* BE THERE FOR HER.

BUT HOW...?

YOU *KNOW* HOW. SAY IT.

...

BECAUSE *YOU* ARE THE *SUPERIOR SPIDER-MAN.*

THANK YOU, PETER. AND GODSPEED.

NOPE. YOU'RE NOT GETTING AWAY THAT EASY. YOU'RE COMING *TOO.*

BUT WHY WOULD I BE REQUIRED...

...IF SHE HAS *YOU?* EXPLAIN.

THE FUSION REACTION THAT POWERS SUPERNOVA IS BASED ON *YOUR LIFE'S WORK.*

NO SCIENTIST ON *EARTH* UNDERSTANDS IT BETTER.

ANNA MARIA DOESN'T *NEED* A SUPERIOR SPIDER-MAN.

THE *HERO* SHE NEEDS IS **DOCTOR OTTO OCTAVIUS.**

I CAN'T DO THIS WITHOUT YOU, DOC. ONLY *YOU* CAN SAVE HER. WHADDYA SAY?

TO BE CONTINUED...

MANHATTAN.
Not So Long Ago...

CHECK IT OUT, *NEW YORK!* I'M NO LONGER THE "WEB-LESS WONDER"!

THIS SPIDER-BOY'S FINALLY GOT HIMSELF SOME *WEB-SHOOTERS!*

AND ALL I HAD TO DO WAS BUG SPIDEY ABOUT IT FOR THE *GAZILLIONTH* TIME.

ACTUALLY...

...HE'S BEEN SURPRISINGLY *COOL* WITH A *LOT* OF THINGS LATELY.

DURING THE ORIGINAL RUN OF **SUPERIOR SPIDER-MAN.** --ELLIE

THE WEB-SHOOTERS.

STAYING OUT LATE ON SCHOOL NIGHTS.

AND, BEST OF ALL...

...LETTING ME SIDEKICK WITH HIM ON MORE *DANGEROUS* MISSIONS!

HE SAID I COULD SKIP TONIGHT...

...BUT I'M SURE HE WOULDN'T MIND A LITTLE...

...BACKUP! WHAT HAVE WE HERE? LOTS OF *INNER-DEMON* STUFF LAYING ABOUT.

THEIR WEAPONS, MASKS, AND...

...WHAT'S THAT? *BLOOD?*

GNHH! GETTING A *STRONG* READING!

TH-THIS *CAN'T* BE RIGHT!

MY *SPIDER-SENSE* WARNS ME WHEN *INNOCENT* PEOPLE ARE IN TROUBLE!

BUT IT'S TELLING ME THAT THE *BAD GUYS*-- MISTER NEGATIVE'S *INNER DEMONS*...

...ARE THE ONES IN *DANGER!*

I--I--I KNOW WHERE THEY'RE GOING TO BE.

AND THAT I HAVE TO *SAVE* THEM FROM--

--SPIDER-MAN?!

PIER FOUR.
The Storage Facility of the World-Famous FANTASTIC FOUR.

YOU HAVE IMPRESSED ME TONIGHT, SPIDER...

...WITH THE SHEER RUTHLESSNESS AND EFFICIENCY WITH WHICH YOU DISPATCHED MY MEN.

I DIDN'T THINK YOU HAD A TASTE FOR SUCH THINGS.

THINK AGAIN, FOOL. FOR THESE PATHETIC SCRAPS WERE A MERE APERITIF.

SOMETHING TO WHET MY APPETITE FOR THE MAIN COURSE. SHALL WE?

WHAT THE HECK IS GOING ON HERE?!

I TOLD YOU TO SIT THIS ONE OUT!

AH. YOUR BOY HAS ARRIVED.

OKAY. FIRST...

...I'M SPIDER-BOY. AND WHILE I AM A BOY, I AM NOT HIS BOY.

AND SECOND...

...SPIDEY! DUDE! DID YOU JUST STRAIGHT-UP MURDER THESE GUYS?!

OF COURSE NOT, CHILD.

WE BOTH KNOW THAT MISTER NEGATIVE'S MINIONS POSSESS REMARKABLE HEALING POWERS.

THEY ARE INCAPABLE OF DYING.

YEAH, BUT... THEY STILL FEEL PAIN.

BAH! THEIR MINOR ACHES MEAN NOTHING COMPARED TO WHAT'S AT STAKE!

I LEARNED OF NEGATIVE'S PLANS TO STEAL NEGATIVE ZONE POWER BATTERIES FROM THIS SITE!

IF HE WERE TO USE THEM TO AUGMENT HIS POWERS, HE COULD BECOME UNSTOPPABLE!

TRUE. BUT IMAGINE MY SURPRISE WHEN I ARRIVED HERE, ONLY TO DISCOVER...

...THAT SPIDER-MAN WAS ALREADY ROBBING THE PLACE HIMSELF!

INDEED I *WAS!* IN ORDER TO TRANSFER THOSE ITEMS TO A MORE *SECURE* LOCATION!

AND IT IS *NOT* STEALING IF YOU'RE AN *ACQUAINTANCE* OF THE FANTASTIC FOUR...

...AND KNOW ALL THEIR SECURITY CODES! WHICH I *DO!*

UM. BOSS? YOU'VE BEEN ACTING KINDA *OFF* RECENTLY.

UM... MAYBE I COULD... USE MY *SPIDEY-SENSE...*

...TO GET A *READING* OFF YA AND SEE IF EVERYTHING'S ALL RI--

DON'T YOU *DARE* LAY A HAND ON ME, *BOY!*

AIIIII!

"LAY A HAND"? OF COURSE! YOU'VE BEEN FIGHTING *MR. NEGATIVE!*

AND HE'S GOT THAT *CORRUPTING TOUCH* OF HIS...

...THAT CAN TURN ANYONE INTO A NEGATIVE, *JERK*-ISH VERSION OF THEMSELVES!

YES, I DO. AND IT ALSO PLACES THAT PERSON...

...UNDER MY *COMPLETE CONTROL.*

EEP.

THE TIME HAS COME, LITTLE SPIDER, FOR YOU TO TURN ON YOUR *FORMER* FRIEND.

I--I-- I WON'T DO IT!

THIS IS *BENEATH* YOU, NEGATIVE.

HIDING BEHIND A *SMALL CHILD?*

HOW *LITTLE* HE MUST THINK OF YOU.

SHOW HIM...

...THAT YOU ARE HIS *SUPERIOR!*

DESTROY HIM!

YOU GOT IT, BOSS!

YOU PATHETIC *BRAT!* WHAT A *WEAK* WILL YOU MUST HAVE!

SO BE IT! IT'S TIME YOU FINALLY *LEARNED YOUR PLACE!*

YOU THINK YOU'RE SO MUCH *BETTER* THAN ME, *OLD MAN!*

WELL, GUESS WHAT?

TO ME, IT'S LIKE YOU'RE MOVING IN *SLOW MOTION!*

BLAST!

KRAK

TOW

AND WHILE I MAY NOT BE AS *STRONG* AS YOU...

PTAM

ALL IT'D TAKE IS *ONE* LUCKY SHOT...

...AND I COULD *END* YOU!

...I'M STRONG *ENOUGH!*

WOMP

IT'S NOT HIS *ATTACKS* THAT WORRY ME. IT'S HIS DAMNED "PSYCHIC TOUCH."

AT ANY MOMENT, THE BOY COULD REVEAL MY *TRUE* NATURE!

BUT *THIS* MIGHT PROVIDE THE PERFECT OPPORTUNITY.

YES! I COULD SAY I WAS "DEFENDING" MYSELF. THAT I NEVER MEANT TO STRIKE HIM SO HARD...

PREPARE YOURSELF!

FOR WHAT? YOU GONNA TEACH ME ANOTHER LESSON, *"POPS"?*

I'LL TEACH YOU TO MIND ME, *OTTO!*

THINK YOU'RE *BETTER* THAN ME, *HUH?!*

PAPA, NO!

I--I CAN'T STRIKE A CHILD.

I WON'T!

DAMNATION!

NEGATIVE, YOU SHALL PAY FOR THIS!

WAK

WOK

PAP

PAM

KRAK

INDEED. THIS EVENING HAS ALREADY PAID FOR ITSELF.

FAREWELL, SPIDER-MAN.

WHAT'S THE MATTER? WHY WON'T THIS MACHINE TAKE OFF?

YOU'VE BEEN *LOCKED* OUT.

WHAT? YOU THINK THE FANTASTIC FOUR WOULDN'T *LOCK* THEIR CAR?

OR HAVE *SECURITY ALARMS?*

OR *STAND-INS* FOR WHEN THEY'RE OFF IN SPACE?

GIRD YOURSELF, VILLAIN! FOR WE *FOUR* STAND IN THEIR PLACE!

ARISE, MY INNER DEMONS!

ON YOUR FEET--AND *SERVE YOUR MASTER!*

UNHH...

IT NEVER ENDS. YOUR ORDERS?

SLOW THEM DOWN! WHATEVER IT TAKES!

WHILE YOU MAKE YOUR ESCAPE...

...WE KNOW THE DRILL.

WHAP

WHAM

BONK

PONK

YOW! I *HATE* THIS JOB.

SWAP

ENOUGH, CHILD!

YOU ACTUALLY BELIEVE THAT *YOU* COULD END *ME*?!

DEEP DOWN YOU *KNOW* YOU'RE AN *IMPOSTOR! UNWORTHY* OF THAT SUIT! OF THOSE *POWERS!*

INSIDE, YOU ARE NOTHING BUT A *SAD, BROKEN* LITTLE *BOY,* DESTINED FOR *FAILURE!*

YOU WILL *NEVER* BE *SPIDER-MAN! SAY IT!*

I... I... I...

I--I--I'M SORRY.

I SHOULD'VE FOUGHT IT HARDER... I--I--I LET YOU DOWN.

IT WON'T H-H-HAPPEN AGAIN, S-S-SPIDEY. I PROMISE.

WHAT THE *HELL* IS *WRONG* WITH YOU?!

NO CHILD SHOULD EVER BE TREATED THUSLY.

EXCELLENT. A *NEW* OPPORTUNITY PRESENTS ITSELF.

NOT COOL, SPIDEY.

VERY WELL. I WAS NEVER MEANT TO HAVE A "SIDE-KICK."

I HEAR YOU HEROES ARE FOND OF TAKING IN INFANTS. HAVE ANOTHER FOR YOUR BROOD.

I AM *DONE* WITH HIM!

AND HIS INVASIVE ABILITIES.

THERE, THAT WORKED OUT BETTER THAN EXPECTED.

DON'T WORRY, SPIDEY-B. WE GOT A GREAT BUNCH 'A KIDS BACK AT THE BAXTER BUILDING, AND YOU'D FIT RIGHT IN.

THANKS, GUYS. THINK I'LL TAKE YOU UP ON THAT. AT LEAST...

...UNTIL SPIDEY'S ON THE OTHER SIDE OF *WHATEVER* IT IS HE'S GOING THROUGH.

I WOULDN'T KEEP YOUR HOPES UP, KID. IT'S MY EXPERIENCE...

...THAT PEOPLE LIKE *THAT* RARELY CHANGE.

THE END.

SUPERIOR SPIDER-MAN #2 VARIANT BY CLAYTON CRAIN & NIC KLEIN

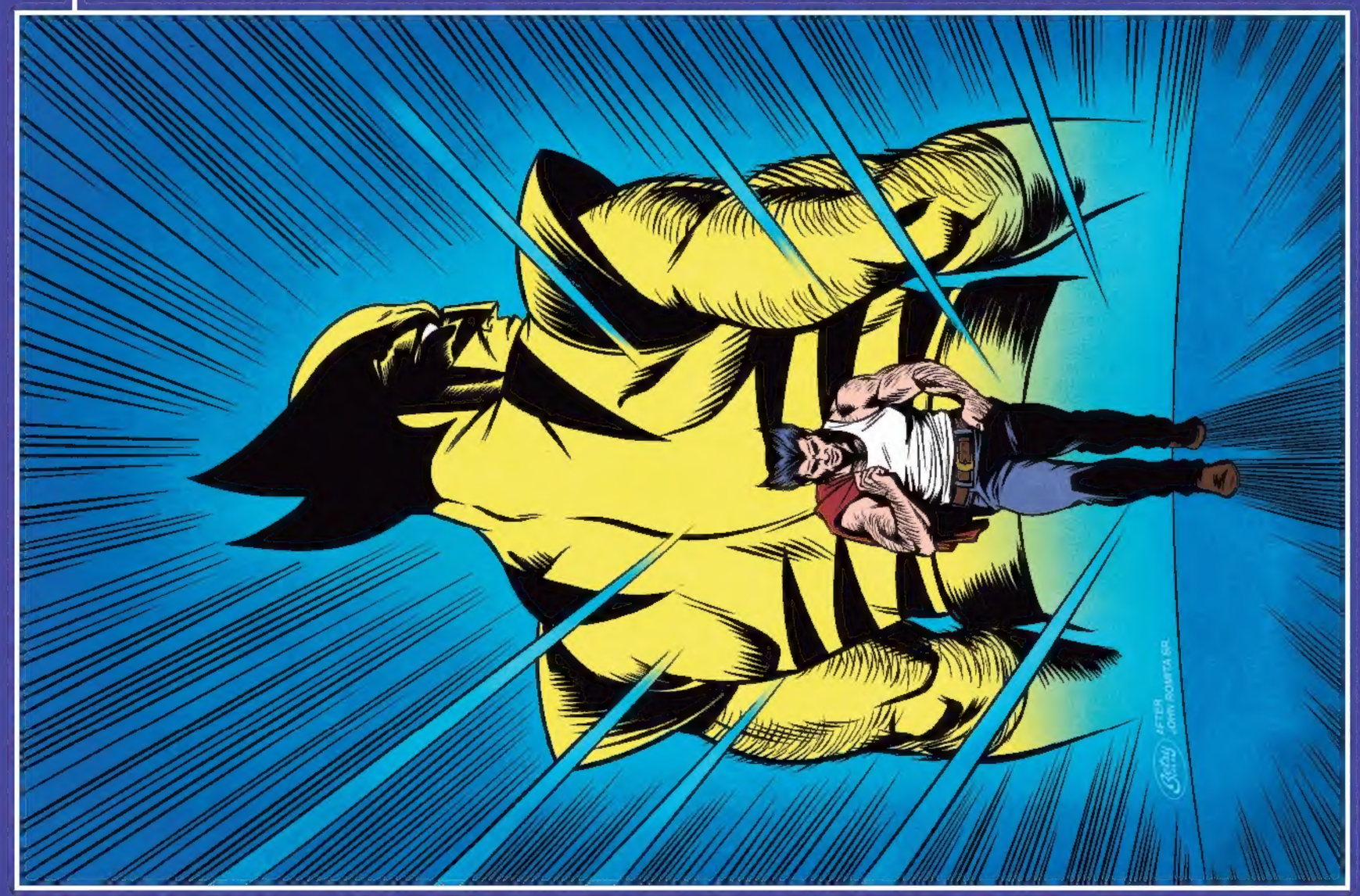
SUPERIOR SPIDER-MAN #1 VARIANT BY SKOTTIE YOUNG

SUPERIOR SPIDER-MAN #2 STORMBREAKERS VARIANT BY NIC KLEIN

SUPERIOR SPIDER-MAN #3 VARIANT BY RAFAEL GRASSETTI

SUPERIOR SPIDER-MAN #4 VARIANT BY SAM DE LA ROSA & CHRIS SOTOMAYOR

SUPERIOR SPIDER-MAN #3 WOLVERINE WOLVERINE WOLVERINE VARIANT BY BETSY COLA



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THE SUPERIOR SPIDER-MAN RETURNS – *BUT HOW?!*

TEN YEARS AFTER THE BODY-SWAP STORY THAT SHOCKED THE WORLD, Dan Slott and Mark Bagley spin a new tale of Otto Octavius, the would-be wall-crawler you love to hate – or hate to love! Once known as the Superior Spider-Man, Doctor Octopus has made a life-changing discovery. But the sins of his past will exact a heavy toll on the present, and one of Peter Parker's closest friends must pay the price! With disaster looming, only one flawed hero can step up and save the day! Well, one flawed hero and his army of expendable Spider-Minions, that is. With his former love Anna Maria's life at stake, Otto Octavius seeks not to just be Superior, but to become the ONLY Spider-Man!

COLLECTING ***SUPERIOR SPIDER-MAN RETURNS #1***, ***SUPERIOR SPIDER-MAN (2023) #1-4*** AND MATERIAL FROM ***AMAZING SPIDER-MAN (2022) #31*** – BY DAN SLOTT, CHRISTOS GAGE, MARK BAGLEY, RYAN STEGMAN, HUMBERTO RAMOS, GIUSEPPE CAMUNCOLI, NATHAN STOCKMAN, JOHN DELL, JP MAYER, VICTOR OLAZABA AND EDGAR DELGADO.

T

MARVEL